XIWANG SPECIAL STEEL COMPANY LIMITED
西王特鋼有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1266)

ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2019

The Board of Directors of Xiwang Special Steel Company Limited (the "**Company**") hereby announces the annual results of the Company and its subsidiaries for the year ended 31 December 2019. This announcement, containing the full text of the 2019 Annual Report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"). This announcement is also published on the Company's website (www.xiwangsteel.com) and the designated website of the Stock Exchange (www.hkexnews.hk). The annual report for the year ended 31 December 2019 will be despatched to the shareholders and available on the above websites in due course.

By Order of the Board of
Xiwang Special Steel Company Limited
WANG Di
Chairman

Hong Kong, 9 June 2020

As at the date of this announcement, the Board comprises the following directors:

Executive Directors
Mr. ZHANG Jian
Mr. SUN Xinhu
Ms. LI Hai Xia

Non-executive Director
Mr. WANG Di

Independent non-executive Directors
Mr. LEUNG Shu Sun Sunny
Mr. LI Bangguang
Mr. YU Kou

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Company Profile

Xiwang Special Steel Company Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**") is a leading high-end special steel manufacturer located in Shandong Province of the People's Republic of China (the "**PRC**" or "**China**").

Founded in 2003, the Group was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 23 February 2012. The Group's production base is located in Xiwang Industrial Area, Zouping County, Shandong Province of China. The Group operates an integrated production process from iron smelting and steel smelting to secondary metallurgy, continuous casting and steel rolling. The Group's products consist of ordinary steel that is primarily used in buildings and infrastructures, as well as special steel that is used in high-speed rail, automobile, vessels, wind power, bearing and petrochemical, machinery and equipment sectors.

The Group possesses two production flows, which are (1) steel scraps as raw materials for steel production through electric arc furnaces; (2) sintering furnace turning iron ores into sinter for blast furnaces to produce molten iron which was then converted into steel by converters. This provides us with more flexibility in production flow, as the Group could control its cost and product mix through the utilization of different raw materials.

The Group produced and sold ordinary steel and special steel and mainly traded raw materials, such as iron ore dust and pellet, during the reporting period. Ordinary steel mainly includes rebar and wire rod. Special steel includes quality carbon structural steel, alloy structural steel, bearing steel and ingots. Details are as follows:

1. ORDINARY STEEL

Rebar

Rebar is mainly used in building construction and infrastructure projects. The Group's rebar has cross sectional diameters ranging from 12 millimetres to 32 millimetres.

Wire rod

The Group produces ribbed and plain wire rods, both of which have cross sectional diameters ranging from 6 millimetres to 12 millimetres. The Group's wire rod is used in the construction and infrastructure sectors.

2. SPECIAL STEEL

Quality carbon structural steel

The Group's quality carbon structural steel includes steel bars and steel wires with cross sectional diameters ranging from 5.5 millimetres to 350 millimetres. Quality carbon structural steel contains less than 0.8% carbon and has less sulfur, phosphorus and non-metallic contents than that of ordinary carbon structural steel. Because of its higher purity, quality carbon structural steel has better mechanical properties, such as yield strength and tensile strength, than that of ordinary carbon structural steel. This product is mainly used for buildings and infrastructures.

Alloy structural steel

Alloy structural steel is mostly used in machineries. In order to get the desired steel properties, manganese, silicon, nickel, chromium and molybdenum were added to adjust the chemical composition. The Group's alloy structural steel includes steel bars with cross sectional diameters ranging from 5.5 millimetres to 350 millimetres.

Bearing steel

The Group produces bearing steel bars and wires with cross sectional diameters ranging from 5.5 millimetres to 150 millimetres. They are used in manufacturing rollers or ball bearings for automobile industry. The Group's bearing steel products are of relatively high level of purity and thus are harder in structure than ordinary steel.

Ingots

Ingots manufactured by the Company can be applied to the transportation, power and energy, petrochemical, oceanic engineering, space and aeronautics as well as weaponry industries. The Group's products include wide and thick slabs, round ingots, square ingots, rhombus ingots and hollow ingots weighting from 3 tonnes to 80 tonnes.

Corporate Information

BOARD OF DIRECTORS

Executive Directors
Mr. ZHANG Jian *(Chief Executive Officer)*
Mr. SUN Xinhu
Ms. LI Hai Xia

Non-executive Directors
Mr. WANG Yong *(resigned on 5 July 2019)*
Mr. WANG Di *(Chairman)*

Independent Non-executive Directors
Mr. LEUNG Shu Sun Sunny
Mr. YU Kou
Mr. LI Bangguang

COMMITTEES

Audit Committee
Mr. LEUNG Shu Sun Sunny *(Chairman)*
Mr. YU Kou
Mr. LI Bangguang

Remuneration Committee
Mr. LI Bangguang *(Chairman)*
Mr. WANG Di
Mr. YU Kou

Nomination Committee
Mr. LI Bangguang *(Chairman)*
Mr. WANG Di
Mr. YU Kou

COMPANY SECRETARY

Mr. WONG Kai Hing *(resigned on 17 October 2019)*
Mr. YU Chi Kit *(appointed on 1 November 2019)*

AUTHORIZED REPRESENTATIVES

Mr. WANG Di
Mr. WONG Kai Hing *(resigned on 17 October 2019)*
Mr. ZHANG Jian *(appointed on 17 October 2019 and resigned on 1 November 2019)*
Mr. YU Chi Kit *(appointed on 1 November 2019)*

REGISTERED OFFICE

Unit 2110, 21/F
Harbour Centre
25 Harbour Road
Wanchai, Hong Kong

HEADQUARTERS

Xiwang Industrial Area
Zouping County
Shandong Province
People's Republic of China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2110, 21/F
Harbour Centre
25 Harbour Road
Wanchai, Hong Kong

PRINCIPAL BANKERS

Bank of China
Agricultural Bank of China
Bank of Communications
China Zheshang Bank
Bank of Rizhao

AUDITOR

Ernst & Young
Certified Public Accountants
22nd Floor, CITIC Tower
1 Tim Mei Avenue, Central
Hong Kong

LEGAL ADVISER

Eversheds Sutherland
37/F, One Taikoo Place
Tai Koo Place, 979 King's Road
Quarry Bay
Hong Kong

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F, 148 Electric Road,
North Point,
Hong Kong

INVESTOR RELATIONS CONTACT

Ms. LI Tian Li
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Email: tianli@xiwang.com.cn

WEBSITE

www.xiwangsteel.com

Financial Highlights

	Year ended 31 December	
	2019	2018
Sales volume of Steel (tonnes)	**2,509,652**	2,986,621
Revenue (RMB'000)		
Ordinary Steel – Rebar	**4,958,367**	6,007,970
Ordinary Steel – Wire Rod	**1,797,765**	1,826,738
Special Steel	**1,762,540**	2,853,861
Trading of commodities and sales of by-products	**2,651,368**	1,228,966
Total (RMB'000)	**11,170,040**	11,917,535
Gross profit (RMB'000)	**705,437**	1,966,855
Gross profit per tonne		
– Productions and sales of steel (RMB)	**257**	652
EBITDA[1] (RMB'000)	**800,953**	1,959,400
Profit attributable to owners (RMB'000)	**19,789**	961,550
Basic earnings per share (RMB)	**0.87 cents**	42.72 cents
Diluted earnings per share (RMB)	**Not Applicable**	39.22 cents

The Board of Directors of the Company did not recommend the payment of a final dividend for the year ended 31 December 2019 (2018: RMB12.8 cents).

Note:

[1] EBITDA refers to profit before tax plus finance cost, depreciation, amortization of prepaid land lease payments and other intangible assets.

Chairman's Statement

In 2019, Xiwang Special Steel Company Limited (the "**Company**") and its subsidiaries (together referred to as the "**Group**"), through its flexible production procedures, adjusted its sale ratio of ordinary, premium and special steel in accordance with the market orientation with an objective of profit maximization. With profit margin of ordinary steel returning to a reasonable level and the peripheral trade environment being hazy, the technological barrier of steel companies will become even more significant. Through the strategic cooperation with Chinese Academy of Sciences, the Group has developed and manufactured patented products with proprietary intellectual property rights, among which, it manufactured in low cost and of high quality fine construction materials of the new national standards to be used for key projects which are in line with the investment direction of the PRC, as well as new products of higher profit margin such as steel for advanced rail transit, high-end bearing, marine projects and special areas. Leveraged on the platform of technology innovation, the Group also comprehensively refined ingots, forgings materials, rolled materials and construction materials, forming a base of refined special steel products with enhanced corporate competitiveness. Also, the Group undertakes the task of promoting green development through measures such as limiting production during winter season, staggered production, promotion of electric furnace steelmaking and full implementation of ultra-low emission projects, to improve air quality, create green factories and reduce pollution. While production limit for environmental protection is becoming a new norm, the Group has better environmentally-friendly equipment than its peers, rendering the risk of limited production/elimination controllable, and subsequent continued investment will maintain its corporate competitiveness. The Group invested in environmental protection and completed a number of environment governance projects. In terms of quality and cost-effectiveness, the Group had reduced consumption cost of raw fuels by controlling quality of raw fuels at source during the year, strictly managed cost of ingredients to ensure cost control, optimized production technology and reduced production costs by strengthening technological control in the production process; made self-improvement through benchmarking with advanced steel enterprises and learned from others' strengths, solved problems in the production process, greatly reduced production costs and improved economic efficiency.

Looking forward, the Group will place particular emphasis on developing high-end special steel products, increasing the percentage of special steel to its total output to showcase the Group's competitiveness, and increasing the Group's long-term profitability; maintaining a harmonious cooperation with Chinese Academy of Sciences, keep improving its research and development and innovation of steel products; strengthening the establishment of talent teams, and strengthening its independent ability in innovation; conserving energy and reducing emission, developing recycling economy, speeding up intelligent reform and promoting enterprise transformation and upgrade; continuing to expand its sales channels and enhancing the Group's value-added services to customers to improve its profitability; strengthening the Group's market position in Shandong Province, continuously exploring new markets in the PRC and overseas and increasing product export. The Group will closely monitor the market and stay competitive by satisfying the market demand for the sake of maximizing its profit.

I would like to take this opportunity to thank the shareholders, business partners, customers, the Board and the Group's staff for their contribution in the past year. The Group promises to strive for improvement to the best of its ability in the years to come and to continue delivering fruitful results.

WANG Di
Chairman

9 June 2020

Management Discussion and Analysis

I. BUSINESS REVIEW

During the year ended 31 December 2019 (the "**Year**"), the Group's main sources of revenue were the production and sales of steel. The Group's primary production base was geographically located in Shandong Province, which remained as the main sales region of the Group. The ordinary steel products manufactured and sold by the Group included rebars and wire rods, which are mainly used for construction and infrastructure projects. The special steel products of the Group are used for mechanical processing and equipment production, alloy structural steel is used for machineries, bearing steel is used for automobile manufacturing, and ingots are used in transportation, marine engineering and weaponries production. The average time of which the Group's main customers maintaining business relationships with the Group is over five to eight years. Customers for the Group's sales of steel are generally willing to prepay for the Group's products. Against the backdrop of nation-wide adjustment and upgrade initiatives and the structural reform of the iron and steel industry, the Group continued to adhere to the national policy and engaged in steady transformation and upgrading according to corporate needs.

II. FINANCIAL REVIEW

1. Revenue

During the Year, revenue of the Group decreased from RMB11,917,535,000 in 2018 to RMB11,170,040,000 in 2019. The decrease in revenue was mainly attributable to the decrease in revenue from sales of steel from RMB10,688,569,000 in 2018 to RMB8,518,672,000 in 2019. The sales volume of ordinary steel and special steel for the Year was 2,023,175 tonnes (2018: 2,235,432 tonnes) and 486,477 tonnes (2018: 751,189 tonnes), respectively. Average selling price of ordinary and special steel decreased to RMB3,339 per tonne and RMB3,623 per tonne in 2019, from RMB3,505 per tonne and RMB3,799 per tonne in 2018, respectively. The decrease in revenue from production and sales of steel was offset by the increase in revenue from trading of commodities from RMB709,711,000 in 2018 to RMB2,057,638,000 in 2019. Shandong continued to be the top sales region.

Breakdown of revenue:

	2019		2018	
	Revenue RMB'000	**Average selling price (RMB/tonne)**	Revenue RMB'000	Average selling price (RMB/tonne)
Ordinary Steel				
Rebar	**4,958,367**	**3,310**	6,007,970	3,482
Wire rod	**1,797,765**	**3,424**	1,826,738	3,581
Subtotal/Average	**6,756,132**	**3,339**	7,834,708	3,505
Special Steel	**1,762,540**	**3,623**	2,853,861	3,799
Production and sales of steel	**8,518,672**		10,688,569	
Trading of commodities#	**2,057,638**		709,711	
Sales of by-products##	**593,730**		519,255	
Total	**11,170,040**		11,917,535	

\# Trading of commodities mainly includes the trading of iron ore dust, pellet and coke.

\## By-products refer to steel slag, steam and electricity derived from the production of steel.

Breakdown of sales volume of steel:

	Sales volume			
	2019		2018	
	Tonnes	**Percentage**	Tonnes	Percentage
Ordinary steel				
Rebar	**1,498,152**	**59.7%**	1,725,300	57.8%
Wire rod	**525,023**	**20.9%**	510,132	17.1%
Subtotal	**2,023,175**	**80.6%**	2,235,432	74.8%
Special steel	**486,477**	**19.4%**	751,189	25.2%
Total	**2,509,652**	**100.0%**	2,986,621	100.0%

2. Cost of sales

During the Year, the Group's cost of sales increased from RMB9,950,680,000 in 2018 to RMB10,464,603,000 in 2019. The increase was mainly attributable to the increase in average production costs of steel per tonne. Cost structure of steel remained relatively stable during the Year since the major raw materials used were iron ore dust and coke. The composition of the total production cost between raw materials and production overhead also remained relatively stable during the Year.

3. Gross profit

During the Year, gross profit decreased from RMB1,966,855,000 in 2018 to RMB705,437,000 in 2019. Gross profit margin of the Group decreased from 16.5% in 2018 to 6.3% in 2019. During the Year, affected by the China-US trade war as well as other factors, some of the Company's downstream customers had experienced difficulties in exporting their products, which resulted in a drop in demand for the Company's products. At the same time, there had been a drop in the prices of steel products of the Company as compared to the corresponding period last year, and production costs increased due to the rapidly rising prices of raw materials and fuels. Consequently, gross profit margin decreased as compared to last year. Breakdown of the contribution of gross profit/(loss) and gross profit/(loss) margin by products and business:

	2019		2018	
	RMB'000	**Gross profit/(loss) margin**	RMB'000	Gross profit margin
Ordinary steel	**684,230**	**10.1%**	1,651,208	21.1%
Special steel*	**(39,028)**	**(2.2%)**	295,126	10.3%
Production and sales of steel	**645,202**	**7.6%**	1,946,334	18.2%
Trading of commodities	**23,393**	**1.1%**	7,810	1.1%
Sales of by-products	**36,842**	**6.2%**	12,711	2.4%
Total/Overall	**705,437**	**6.3%**	1,966,855	16.5%

* Reasons of negative gross profit margin of special steel products are that (1) due to the influence of the special steel market, the price of steel fell in 2019; (2) the impact of factors such as the dam break in Brazil and the typhoon in Australia, the increase in the price of mineral powder led to the increase in production costs; and (3) special steel has a relatively low output and a relatively high fixed cost as compared with that of ordinary steel.

4. Other income and gains

Other income and gains mainly include bank interest income and government subsidies. Other income and gains decreased from RMB132,846,000 in 2018 to RMB89,790,000 in 2019. The decrease was mainly due to the decrease in subsidies from the PRC government.

5. Selling and distribution expenses

Selling and distribution expenses decreased from RMB12,821,000 in 2018 to RMB9,802,000 in 2019. The decrease was mainly attributable to the prudent cost measures adopted by the Group.

6. Administrative expenses

Administrative expenses mainly include general office expenses, salaries of administrative staff, professional and legal fees and bank service charges. Administrative expenses decreased from RMB125,538,000 in 2018 to RMB85,233,000 in 2019, mainly attributable to the prudent cost measures adopted by the Group.

Financial position

Liquidity and financial resources

As at 31 December 2019, the Group had RMB193,849,000 in cash and cash equivalents (2018: RMB935,676,000), and RMB901,498,000 in pledged bank deposits (2018: RMB937,100,000). The Group had trade and bills payables of RMB1,522,933,000 (2018: RMB1,479,522,000), bank and other borrowings due within one year in the amount of RMB3,318,930,000 (2018: RMB4,342,329,000), and bank and other borrowings due after one year in the amount of approximately RMB418,974,000 (2018: RMB489,081,000). As at 31 December 2019, the bank and other borrowings were denominated in Renminbi, Hong Kong dollar and United States dollar. All of the bank and other borrowings (excluding borrowing from Xiwang Group Finance Company Limited*（西王集團財務有限公司）) were secured by non-current assets, restricted bank deposits and/or guarantee by Mr. WANG Yong, and/or Mr. WANG Yong and Ms. ZHANG Shufang (spouse of Mr. WANG Yong), Mr. WANG Di, and/or Mr. WANG Di and Ms. SU Xin (spouse of Mr. WANG Di), and/or Xiwang Group. The Group mainly used its operating cash inflow to fund its working capital needs, while the capital requirement for addition of production equipment was mainly satisfied by cash inflows from operating and financing activities.

Capital structure

As at 31 December 2019, the Group's total assets was RMB13,445,167,000 (2018: RMB14,396,982,000), which was funded by the following: (1) share capital of RMB1,369,681,000 (2018: RMB1,287,602,000), (2) reserves of RMB4,351,469,000 (2018: RMB4,709,580,000) and (3) total liabilities of RMB7,724,017,000 (2018: RMB8,399,800,000).

Gearing ratio

As at 31 December 2019, the gearing ratio, being the total interest-bearing debts (including interest-bearing bank and other borrowings, borrowings from the ultimate holding company and convertible bonds) divided by total equity, was 68% (2018: 86%).

Material investment, material acquisition and disposal of subsidiaries and future material investment or capital and assets acquisition plan

As at 31 December 2019, the Company was interested in an unlisted equity investment represented a 5% equity interest in Xiwang Group Finance Company Limited*（西王集團財務有限公司）, a company established in the PRC with limited liability, with a carrying amount of RMB83,282,000 (2018: RMB87,593,000). The amount is irrevocably designated at fair value through other comprehensive income as the Group considers this investment to be strategic in nature. Xiwang Finance Company is intended to provide the member companies of Xiwang Group, including but not limited to the members of the Group, with professional financial services, as well as to minimize financial risks and enhance the general competitiveness of Xiwang Group. The Group does not intend to dispose of the investment in the near future. Save as disclosed in this report, the Group did not have any other significant investment, acquisition or disposal of subsidiaries during the Year.

Pledge of assets

As at 31 December 2019, RMB3,843,904,000 (2018: RMB2,732,712,000) of building, machinery and equipment, RMB91,841,000 of leasehold land (2018: RMB94,062,000) and pledged deposits of RMB600,490,000 (2018: RMB637,100,000) were pledged as security for interest-bearing bank and other borrowings of the Group and fellow subsidiaries and bills payable, and pledged deposits of RMB300,000,000 (2018: RMB300,000,000) were pledged for counter guarantee.

Pledge of shares by controlling shareholders

On 22 November 2019, the Company entered into the subscription agreement with, among others, the guarantors and the bond subscribers, pursuant to which the bond subscribers conditionally agreed to subscribe for, and the Company conditionally agreed to issue the bonds in an aggregate principal amount of US$30.0 million, maturity date being 11 December 2019 (the "**Bonds**"). As part of the security for the obligations of the Company under the subscription agreement of the Bonds, (i) Xiwang Group agrees to pledge its 100% shareholding interest in Xiwang Hong Kong; (ii) Xiwang Hong Kong agrees to pledge its 95% shareholding interest in Xiwang Holdings; and (iii) Xiwang Holdings agrees to pledge its 100% shareholding interest in Xiwang Investment, all in favour of the subscribers of the Bonds. Pursuant to the subscription agreement of the Bonds, each of the guarantors also agreed to provide personal or corporate guarantees in favour of the subscribers of the Bonds in respect of the obligations of the Company under the subscription agreement and the bond instrument. For further details of this transaction, please refer to the announcement of the Company dated 24 November 2019.

Specific performance obligations of the controlling shareholders

Pursuant to the terms of the bond instrument of the Bonds, a relevant event occurs if, among others, (i) Mr. WANG Yong ceases to own, directly or indirectly, 50% or more of the voting rights of the issued share capital of the Company; or (ii) Mr. WANG Yong breaches his undertaking to remain as the single largest direct or indirect holder of the total issued shares of the Company. Occurrence of any of these events will constitute an event of default under the bond instrument whereby the Bonds shall immediately become due and payable by the Company at the mandatory redemption amount, which is calculated with reference to the outstanding principal amount multiplied by a multiplier and the interest rate, together with, among others, default interest (if applicable). For further details of this transaction, please refer to the announcement of the Company dated 24 November 2019.

Disclosure obligation under Rules 13.19 and 13.21

References are made to the announcements of the Company dated 22 September 2017, 11 October 2017, 25 October 2019, 24 November 2019 and 12 December 2019 in relation to the Convertible Bond (as defined below) in the aggregate principal amount of US$30.0 million issued by the Company which was originally due on 10 October 2019 and the Bonds in an aggregate principal amount of US$30.0 million issued by the Company which was due on 11 December 2019. As at 31 December 2019 and the date of this report, the Group was still discussing with the Bond Subscribers as to the redemption schedule of the Bonds in order to meet the repayment obligation. For details, please refer to announcements abovementioned and note 25 to the financial statements contained in this report.

Capital commitments and contingent liabilities

As at 31 December 2019, the capital commitment of the Group for property, plant and equipment was RMB949,950,000 (2018: RMB1,019,575,000).

On 4 January 2016, the Company entered into a guarantee agreement with Xiwang Group for a term of three years commencing from 4 January 2016, pursuant to which the Company will provide Xiwang Group and its subsidiaries other than the Group (the "**Relevant Subsidiaries**") with guarantee services (the "**Guarantee Agreement**"). On 1 November 2018, the Company entered into a supplementary guarantee agreement with Xiwang Group to revise the terms and conditions.

The Group and Xiwang Group entered into a guarantee agreement (the "**Guarantee Agreement**") on 10 November 2017, which is valid for a term of three years commencing from 1 January 2018 to 31 December 2020. Pursuant to the Guarantee Agreement, the Group shall undertake to guarantee and bear any obligations and liabilities of Xiwang Group and the Relevant Subsidiaries provided under the loan agreement to be entered between the lenders and Xiwang Group and/or the Relevant Subsidiaries subject to the terms of the specific guarantee agreements to be entered between the lenders and the Group. The guarantee amount to be provided by the Company to Xiwang Group and the Relevant Subsidiaries under the Guarantee Agreement shall not exceed the aggregate amount due from the Group to Xiwang Group and the Relevant Subsidiaries (including but not limited to the borrowings provided by Xiwang Group to the Group) and the aggregate amount of the Group's borrowing which is guaranteed and/or secured by Xiwang Group and the Relevant Subsidiaries, less the aggregate amount due from Xiwang Group and the Relevant Subsidiaries to the Group (including but not limited to the deposits placed by the Group with Xiwang Group Finance Company Limited) and shall be subject to the maximum cap of RMB5 billion. Any loans to be repaid by the Group for and on behalf of Xiwang Group (and the Relevant Subsidiaries) pursuant to the Guarantee Agreement shall be offset by the loans payable by the Group to Xiwang Group, or as other amounts payable by the Group to Xiwang Group or the Relevant Subsidiaries.

For details, please refer to the Company's announcements dated 10 November 2017 and 9 January 2018 and the circular dated 19 December 2017, respectively.

The upper limit of the bank facilities guaranteed by the Group to the ultimate holding company and fellow subsidiaries were RMB1,400,000,000 (2018: RMB180,000,000) and RMB3,046,542,000 (2018: RMB3,757,542,000), respectively. As at 31 December 2019, the bank facilities guaranteed by the Group to Xiwang Group and the Relevant Subsidiaries were utilized to the extent of approximately RMB1,400,000,000 (2018: RMB180,000,000) and RMB2,939,000,000 (2018: RMB2,869,990,000).

Equity fund raising activities

The Group did not have any material equity fund raising activities during the Year.

Foreign exchange risk

The majority of the operating income, costs and expenditures of the Group were denominated in RMB. As such, the Group has not been exposed to material foreign exchange risk during its operation. As at 31 December 2019, the Group was mainly exposed to risks related to its net liabilities denominated in US dollar amounted to RMB43,436,000 (2018: RMB175,404,000).

Employees and remuneration

As at 31 December 2019, the Group had a total of 3,608 employees (2018: 4,276). Staff-related costs incurred during the Year were RMB258,122,000 (2018: RMB297,565,000). The remuneration was determined based on the performance and professional experience of employees as well as the prevailing market conditions. The management will regularly review the remuneration policy and arrangement of the Group. In addition to pensions, the Group will also distribute discretionary bonuses to certain employees as incentives based on their performance.

III. BUSINESS OUTLOOK

The PRC government is expected to continue to strengthen its structural reform with more specific and powerful policy. Green development is expected to become a new norm, while de-leveraging, merger and acquisition and corporate reorganization are expected to be further developed, creating a better operating environment for the steel industry. On the demand side, the growth in steel demand is expected to remain steady, as the infrastructure sector is expected to remain active. As supply and demand for steel become more balanced, this creates a greater and healthier market development space for the Group to grow and expand. Looking forward, the demand for ordinary steel is expected to remain strong with great market potential.

For ordinary steel products, the PRC Government is expected to increase investment in infrastructure projects in order to stabilize the economy and improve weak links. As a project lasts for three to five years, the projects verified last year and this year are expected to provide short-term support demand. With the objective of producing specialized hot rolled ribbed bars, steel enterprises are expected to strive for improvement in the quality of construction materials to meet the needs of government investment in railways, roads and water resources and capitalise on such major projects. This is expected to drive strong demands in the medium and high-end market of construction materials. Although the growth in real estate has slowed down, demand in the sector remains relatively inelastic. Real estate is expected to grow in the future and bring about demand for the ordinary steel. The Group is expected to continue to follow the market trend, use steel price as guidance, and capitalize on its production capability to switch between production of ordinary steel and special steel to maximize revenue.

For special steel products, the Group is expected to develop high end special steel products, focusing on development of the special steel new products (high end bearing steel, steel for marine engineering, mould steel, spring steel and steel for special use), utilise the national science and innovation platform to reach a market-leading status in industry technology research and development, increase the proportion of special steel production, utilize the Group's competitive advantage, and enhance the long-term profitability of the Group. The Group is expected to deepen the strategic co-operation with the Chinese Academy of Science, quickly capitalise on the scientific research achievements of the Academy, continuously improve research and development capabilities in relation to special steel new products, speed up the shift to new growth drivers and the transformation and upgrade of products, and use technology innovation to achieve high quality development.

Apart from product development, the Group is expected to increase research and development investment. The Group established five research and development units in different sectors (such as, special steel research, railway steel research and bearing steel research). Every year, there are research and development projects which can lead to the development of new products that carry intellectual property rights, which provides strong technical support to the research and development of the six sectors of special steel new products. Through specialized research and development, improvement on products, and the commitment to protecting the environment and increasing productivity, the Group is expected to continue to maintain a good revenue level.

IMPACT BY COVID-19 OUTBREAK ON THE GROUP'S PERFORMANCE

The management is in the process of assessing the impact of the COVID-19 outbreak on the Group's performance. However, the COVID-19 outbreak is expected to have short-term impact. With the effective control of the COVID-19 outbreak, all parts of the country are gradually resuming work and production, and downstream needs will be released. In addition, the PRC government will likely introduce measures to stimulate economic growth after the COVID-19 outbreak. The management will continue to speed up cash flow collection, increase the volume of sales agreements with core customers, improve the pace and efficiency of procurement and sales, and improve profitability.

Corporate Governance Report

The Company is committed to maintaining good corporate governance practices and procedures. The Company has adopted the code provisions in the Corporate Governance Code and Corporate Governance Report (the "**CG Code**") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**") as its own code of corporate governance. Save as disclosed herein, the Board considers that the Company was in compliance with all applicable code provisions set out in the CG Code throughout the Year.

The Board is committed to upholding the corporate governance of the Company to ensure that formal and transparent procedures are in place to protect and maximize the interests of the shareholders. The Board is responsible for performing the duties on corporate governance function as set out below:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance and legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

During the Year, the Board has reviewed the Company's corporate governance practices and the duties performed by the committees of the Board, including review of the revised terms of reference for the Audit Committee of the Company (the "**Audit Committee**").

Set out below is a detailed discussion of the major corporate governance practices adopted and observed by the Company during the Year or where applicable, up to the date of this report.

A. DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("**Model Code**") as set out in Appendix 10 to the Listing Rules as its model code for securities transactions by Directors. Having made specific enquiries, all the Directors confirmed that they have complied with the Model Code during the Year and up to the date of this report.

B. BOARD OF DIRECTORS

(i) Board composition

The Board currently comprises three executive Directors, one non-executive Director and three independent non-executive Directors. During the Year and up to the date of this annual report, the Board consisted of the following Directors:

Executive Directors
Mr. ZHANG Jian *(Chief Executive Officer)*
Mr. SUN Xinhu
Ms. LI Hai Xia

Non-executive Directors
Mr. WANG Di *(Chairman)*
Mr. WANG Yong *(resigned on 5 July 2019)*

Independent Non-executive Directors
Mr. LEUNG Shu Sun Sunny
Mr. YU Kou
Mr. LI Bangguang

During the Year, the Board at all times met the requirements under Rule 3.10(1) and (2) and 3.10(A) of the Listing Rules that, at least one-third of members of the Board being independent non-executive Directors, with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

(ii) Appointment and re-elections of Directors

In accordance with the Articles of Association of the Company (the "**Articles**"), the Board is authorized to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by the members in general meeting, as an additional member of the Board. The Company has adopted the Board Diversity Policy, being the guidelines to achieve diversity on the Board, and ensure the Board has a balance of skills, experience and knowledge in the industry and diversity of perspectives appropriate to the Company's business. The Nomination Committee ensures the selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Nomination Committee is responsible for monitoring the implementation of the Diversity Policy and review the same as appropriate.

According to the Articles, additional Directors appointed by the Board are subject to re-election by shareholders at the next following annual general meeting. Directors, including non-executive Directors, shall be elected or replaced by the Company in general meeting and shall serve a term of office of 3 years. A Director may serve consecutive terms if re-elected by the Company in general meeting upon the expiration of his term. In compliance with Rule 3.10(1) of the Listing Rules, the Company has appointed three independent non-executive Directors. The Board considers that all independent non-executive Directors have appropriate and sufficient industry or finance experience and qualifications to carry out their duties so as to protect the interests of shareholders of the Company as a whole. One of the independent non-executive Directors, Mr. LEUNG Shu Sun Sunny, has over 20 years of experience in, among other things, accounting, treasury management, budgeting and corporate finance. He is a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Certified Public Accountants and a member of Certified General Accountants' Association of Canada. The Company has received the annual written confirmations from each of Mr. LEUNG Shu Sun Sunny, Mr. LI Bangguang and Mr. YU Kou in respect of their independence respectively pursuant to Rule 3.13 of the Listing Rules. Based on such confirmations, the Board considers all independent non-executive Directors to be independent.

(iii) Responsibilities and contributions of the Board

The Board, with the assistance from the senior management, forms the core management team of the Company. The Board takes the overall responsibility for management of the Company, formulating the business strategies development plan of the Company, decision making on important issues, including but not limited to substantial mergers and acquisitions and disposals, Directors' appointments and significant operational and financial matters, and review and approval of annual and interim results of the Company. The senior management are responsible for supervising and executing the Board policies and strategies, including the provision of monthly updates of the Group's performance, position and prospects to the Board to enable the Board and each of the Directors to deliver and discharge their duties under the Listing Rules. Daily management, administration and operation of the Company are delegated to the management team of the Company. The Board has timely and full access to all relevant information of the Company. The company secretary provides advice and services to the Board to ensure the Board complies with all the Board procedures and all applicable rules and regulations. Company secretary notifies the Board of rule amendments and updates in respect of corporate governance practices, to assist the Directors to fulfill their responsibilities.

(iv) Financial reporting

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2019, which give a true and fair view of the state of affairs of the Group, and ensure that they are prepared in accordance with statutory requirements and applicable accounting standards. The financial statements of the Company and the Group for the year ended 31 December 2019 were prepared on a going concern basis. The Audit Committee has reviewed and recommended the Board to adopt the audited accounts for the year ended 31 December 2019. The statements of the external auditor of the Company with regard to their reporting responsibilities on the financial statements of the Company are set out in the Independent Auditor's Report on pages 50 to 54 of this annual report.

(v) Relationship among members of the Board

Mr. WANG Di, the chairman and a non-executive Director of the Company is the son of Mr. WANG Yong, a former non-executive Director of the Company (resigned on 5 July 2019). Save as disclosed, there is no relationship (including financial, business, family or other material/relevant relationship(s)) between any of the Directors or chief executive officer during the Year. Each of Mr. WANG Yong, Mr. WANG Di and Mr. SUN Xinhu, among others, have entered into a voting agreement in respect of their shares held in Xiwang Holdings Limited ("**Xiwang Holdings**") dated 27 September 2011 and as supplemented by a supplemental voting agreement dated 7 February 2012. Under these agreements, each of the shareholders of Xiwang Holdings shall only vote, when in the capacity of a shareholder of Xiwang Holdings, in accordance with the instruction of Mr. WANG Yong at any shareholders meeting of Xiwang Holdings.

(vi) Continuous professional development of Directors

Induction materials of comprehensive guidance on directors' duties and liabilities are provided to Directors once they joined the Board. Senior management of the Company provides briefings to all Directors for updates of their knowledge and skills of the industry of the Company. Company secretary provides updates or amendments of the Listing Rules and other statutory regulations for Directors' fulfillment of their responsibilities and duties in the Company. During the Year, the Company provided the Directors with written materials for the updates of corporate governance practices, especially relating to the latest corporate governance rules and Board of Directors and Directors' guide. All Directors have confirmed they have studied the materials provided by the Company.

C. CHAIRMAN AND CHIEF EXECUTIVE OFFICER

As at the date of this report, Mr. WANG Di is the chairman of the Company who is principally responsible for formulation of plans and policies of the Group and Mr. ZHANG Jian is the chief executive officer of the Company. The chairman, Mr. WANG Di, also chairs the Board meetings and briefs the Board members on the issues discussed at the Board meetings. The chief executive officer of the Company, Mr. ZHANG Jian, is responsible for the supervision for the execution of the plans and policies determined by the Board.

D. BOARD COMMITTEES

The Group has established the following board committees in compliance with the CG Code. Independent non-executive Directors are majority of members of these committees appointed by the Board. The terms of reference of these committees based on the CG Code are posted on the websites of the Company and the Stock Exchange. Sufficient resources are provided to the Board committees for their discharge of their duties. They are able to seek independent professional advice, at the Company's expenses, upon reasonable request and under appropriate circumstances.

(i) Audit Committee

In accordance with the written terms of reference of the Audit Committee, all members of the Audit Committee are non-executive Directors with majority of the members being independent non-executive Directors. At least one of them shall be an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules. Former partner of the Company's existing external auditor from time to time may not act as a member of the Audit Committee for a period of at least two years from the date of his ceasing (a) to be a partner of the firm or (b) to have any financial interest in the firm, whichever is later. As of 31 December 2019, the members of the Audit Committee comprised Mr. LEUNG Shu Sun Sunny (Chairman), Mr. LI Bangguang and Mr. YU Kou. Mr. LEUNG Shu Sun Sunny, Mr. LI Bangguang and Mr. YU Kou are independent non-executive Directors. The chairman of the Audit Committee has the appropriate professional qualifications as required under the Listing Rules and none of the members of the Audit Committee was a former partner of the Company's existing external auditor. The primary responsibilities of the Audit Committee are to monitor the integrity of the Group's financial statements and reports and review significant financial reporting judgements contained in them, to exercise independent judgment in reviewing and supervising the Company's financial reporting process and internal control procedures; to provide recommendations to the Board for the improvements of the Group's financial reporting system and internal control procedures and system, overseeing the independence and performance of the external auditor of the Company and to provide recommendations to the Board for the appointment and renewal of external auditor. The terms of reference of the Audit Committee are available on the Company's website and the website of the Stock Exchange. Two meetings were held by the Audit Committee during the Year. During the Year, the Audit Committee reviewed the Company's financial reporting system and internal control procedures. The Audit Committee reviewed and recommended the Board to adopt the audited accounts and final results announcement for the year ended 31 December 2018 and the unaudited accounts and interim results announcement for the six months ended 30 June 2019. It has also reviewed and recommended the Board for the re-appointment of external auditor. The Audit Committee has reviewed the Company's unaudited annual results for the year ended 31 December 2019 at the meeting held on 31 March 2020 and the Company's audited annual results for the year ended 31 December 2019 at the meeting held on 8 June 2020.

(ii) Remuneration Committee

In accordance with the written terms of reference of the remuneration committee of the Company (the "**Remuneration Committee**"), majority of members of the Remuneration Committee are independent non-executive Directors, with the chairman must be an independent non-executive Director. The terms of reference of the Remuneration Committee are available on the Company's website and the website of the Stock Exchange. As of 31 December 2019, Mr. LI Bangguang (Chairman), Mr. WANG Di and Mr. YU Kou are members of the Remuneration Committee, and Mr. LI Bangguang and Mr. YU Kou are independent non-executive Directors of the Company. The primary responsibilities of the Remuneration Committee are to make recommendations to the Board on the policy and structure of the Company for all directors and senior management remuneration, assess the performance of executive directors, review and approve the terms of executive Directors' service contracts and to review and recommend to the Board on the remuneration packages of individual executive director and senior management, by reference to the duties, responsibilities, experience and qualifications of each candidate. One meeting was held by the Remuneration Committee during the Year, to review and recommend to the Board the remuneration packages of the Directors.

(iii) Nomination Committee

In accordance with the written terms of reference of the Nomination Committee, majority of members of the Nomination Committee are independent non-executive Directors, with the chairman must be an independent non-executive Director. The revised terms of reference of the Nomination Committee are available in the Company's website and website of the Stock Exchange. As of 31 December 2019, Mr. LI Bangguang (Chairman), Mr. WANG Di and Mr. YU Kou are members of the Nomination Committee, and Mr. LI Bangguang and Mr. YU Kou are independent non-executive Directors of the Company. The primary responsibilities of the Nomination Committee are to determine the policy for the nomination of directors, review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, and make recommendations to the Board on the nominees for appointment as directors and senior management of the Group, by reference to the experience and qualification of each candidate, and in respect of the nomination of any proposed independent non-executive Directors, by reference to their eligibility, the perspective, skills and experience that the proposed independent non-executive Director can bring to the Board, and his/her contribution to diversity of the Board and ability to devote sufficient time to the Board and Board committees.

The Nomination Committee is also responsible for developing and maintaining a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Nomination Committee or the Company to identify, select and recommend candidates for directorship during the year, and reviewing periodically and disclosing the policy or a summary of the policy in the Company's corporate governance report and the progress made towards achieving the objectives as set out in the policy. The Nomination Committee is also responsible for ensuring that the selection process is transparent and fair, and that it considers a broad range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy. Nomination Committee is also responsible for for developing and maintaining a policy concerning diversity of Board members, reviewing periodically and disclose the policy on diversity or a summary of the policy in the Company's corporate governance report and monitoring the implementation of the Board Diversity Policy and review the same as appropriate. One meeting was held by the Nomination Committee during the Year. The Nomination Committee performed annual review of the structure of the Board, and re-assess the independence of the independent non-executive Directors of the Company.

(iv) Attendance record of the Board and Board Committee meetings and General Meetings

The details of Directors' attendance of the Board and Board Committee meetings and general meetings held during the Year are set out in the following table:

	No. of meetings attended/no. of meetings held				
	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	General Meeting
Executive Directors:					
Mr. ZHANG Jian *(Chief Executive Officer)*	18/18	N/A	N/A	N/A	1/1
Mr. SUN Xinhu	18/18	N/A	N/A	N/A	1/1
Ms. LI Hai Xia	18/18	N/A	N/A	N/A	1/1
Non-executive Directors:					
Mr. WANG Di *(Chairman)*	18/18	N/A	1/1	1/1	1/1
Mr. WANG Yong (resigned on 5 July 2019) *(note)*	6/18	N/A	N/A	N/A	1/1
Independent Non-executive Directors:					
Mr. LEUNG Shu Sun Sunny	18/18	2/2	N/A	N/A	1/1
Mr. YU Kou	18/18	2/2	1/1	1/1	1/1
Mr. LI Bangguang	18/18	2/2	1/1	1/1	1/1

Note: Mr. WANG Yong resigned as a non-executive Director of the Company on 5 July 2019. For details, please refer to the announcement of the Company dated 5 July 2019.

E. REMUNERATION OF SENIOR MANAGEMENT

The number of senior management whose remuneration fell within the following bands is as follows:

	Number of senior management
Nil to RMB1,000,000	5
RMB1,000,001 to RMB1,500,000	0
	5

F. AUDITOR'S REMUNERATION

A breakdown of the remuneration of the Group's external auditor is as follows:

	For the year ended 31 December 2019 (RMB'000)
Service rendered	
Ernst & Young	
Annual audit services	1,900
Non-audit services	–

G. INTERNAL CONTROL

Risk Management and Internal Control

Maintaining sound risk management and internal control systems is pivotal to the fulfillment of the Group's business objectives and its long-term sustainable growth. The Board acknowledges its overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems to safeguard shareholders' investment and the Group's assets. To this end, the Board continuously reviews the effectiveness and makes improvements in its risk management and internal control framework. During the year, the Group has set up an internal audit department and conducted a comprehensive review of the adequacy and effectiveness of the Group's internal control and risk management, resulting in an enhanced enterprise risk management ("**ERM**") framework through a robust and inclusive system that manages risks at all levels of the organisation.

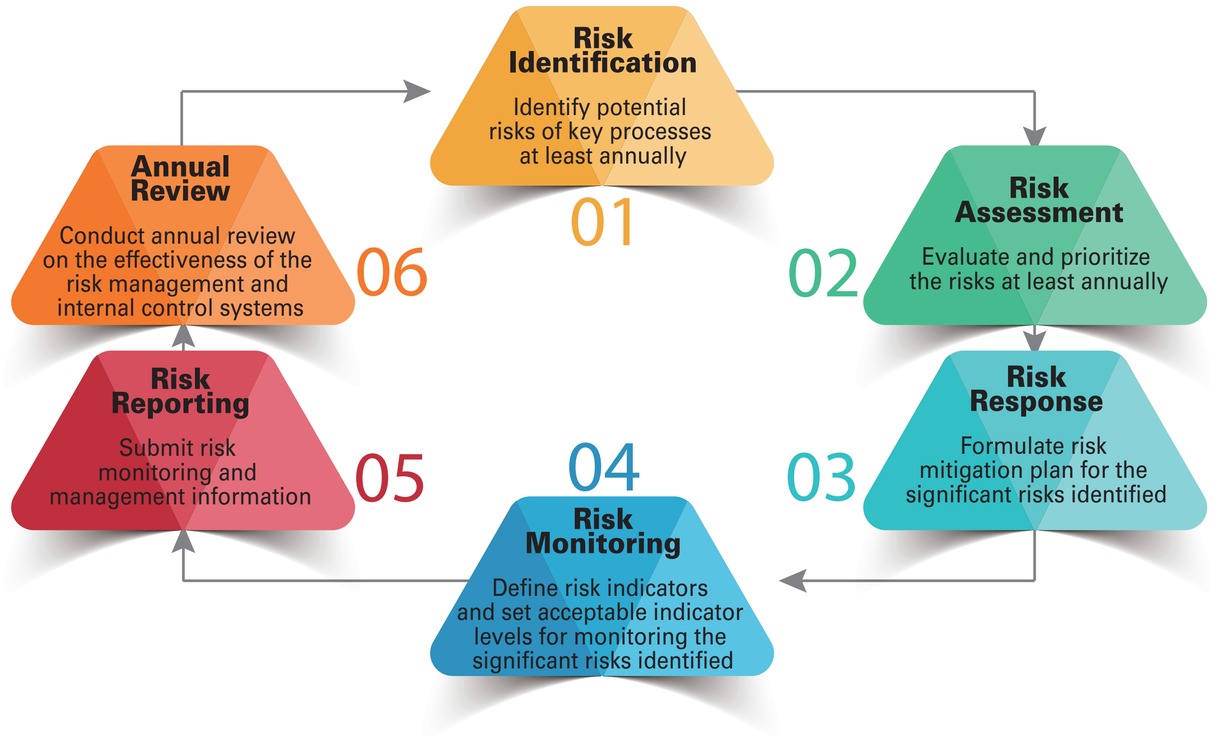
Risk Management Framework

The Group's risk management system is aligned with the internal control framework of international body consisting of the five elements, namely, the control environment, risk assessment, control activities, information and communication, and monitoring. The risk management and internal control systems of the Company are designed to manage rather than eliminate the risk of failure to achieve business objectives of the Group and can provide reasonable, but no absolute assurance against material misstatement or loss. The systems are made of two essential features, the risk governance structure and process.

Risk Governance Structure

The Group's risk governance structure is based on the "3 lines of defence" model comprised of day-to-day operational management and control, risk and compliance oversight, and independent assurance. The ERM policy formalised by the Group clearly defines roles and responsibilities of each of the multiple layers of the structure, including the Board, the Audit Committee, management board, department heads, operational level and internal audit.

Risk Management Process and Scope – The Group's ERM approach is a structured mechanism and a continuous process of identifying, evaluating, prioritizing, managing and monitoring of the risks that the Group faces. The key process of the Group's ERM is illustrated below:



The ERM adopted by the Group is embedded in its strategy development, business planning and day-to-day operations. The Group adopts a control and risk self-assessment methodology and continuously assesses and manages its risk profile on a regular basis. Risks that are relevant to the Group's business are identified, assessed and ranked according to their likelihood, financial consequence and reputational impact on the Group. The ERM system uses risk indicators and red flags to monitor the priority risks identified. As a process used to review the effectiveness of the risk management and internal control system, risk owners are required to submit risk alerts with risk mitigation plan promptly and regular risk reports are presented to the management board and Audit Committee for ongoing review and monitoring. The quality of managements on-going monitoring of risks and of internal control system is considered satisfactory. The key risks identified, managed and monitored during the year included sale and marketing process and material storage. Action plans were formulated and implemented during the year to address the areas of concern effectively. The Internal Audit Department have risk management and internal control reviews covering operational, financial and compliance controls of the Group. The Group's internal audit function reports directly to the Audit Committee. It carries out independent reviews of key business processes and controls in accordance with its annual audit plan approved by the Audit Committee. The head of internal audit meets the Audit Committee at least once a year to report the key findings and recommendations for improvement of audit issues and enable it to assess control of the Company and the effectiveness of risk management.

Annual Review of System Effectiveness

The Board, through the Audit Committee, had conducted annual review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2019. Heads of key business units and functional departments are required to confirm the effectiveness of the risk management and internal control system of their responsible areas during the Year. The Board has received a confirmation from the management board on the effectiveness of the systems and no significant areas of concern have been identified and considered the systems and the Company's processes for financial reporting and Listing Rule compliance effective and adequate. During the annual review, the Audit Committee has also considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's internal audit, accounting and financial reporting function is in place.

H. INSIDE INFORMATION

The Company takes seriously of its obligations under the Part XIVA of the Securities and Futures Ordinance and the Listing Rules with respect to procedures and internal controls for the handling and dissemination of inside information. The Group's disclosure policy ("**Disclosure Policy**") sets out guidelines and procedures to the Directors and officers of the Group to ensure inside information of the Group is to be disseminated to the public in equal and timely manner. Under the Disclosure Policy, the Company's Disclosure Team comprising executive directors and members of senior management have the overall delegated authority to decide whether the information reported is inside information and require disclosure and refer the subject matter to the Board for decision. Measures are in place to preserve the confidentiality of inside information and to ensure that its recipients recognize their obligations to maintain confidentiality. In communicating with external parties, only designated officers are authorized to respond to enquiries in allocated areas of issues. Briefing session is held regularly for officers to facilitate their understanding and compliance with the Disclosure Policy.

I. COMPANY SECRETARY

Mr. YU Chi Kit, the company secretary of the Company, is a full-time employee of the Group and has day-to-day knowledge of the Company's affairs. Mr. YU Chi Kit was appointed as the company secretary on 1 November 2019. The company secretary provides advice and services to the Board in relation to the compliance with all the Board procedures and all applicable rules and regulations. The company secretary notifies the Board of rule amendments and updates in respect of corporate governance practices, to assist the Directors to fulfill their responsibilities. Mr. YU Chi Kit has sufficient relevant professional training during the Year as required under Rule 3.29 of the Listing Rules.

J. DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has taken out liability insurance to indemnify its Directors and senior management for their liabilities arising from the performance of their duties. The insurance coverage is reviewed by the Company on an annual basis. No claim has been made against the Directors and senior management of the Company during the Year.

K. SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

The Company's shareholders' communication policy is to maintain transparency and provide timely information of the Group's material developments to shareholders and investors. General meetings of the Company are formal channels for communication between shareholders and the Board. The chairman of the Board and the Board Committees are invited to attend the general meetings to have direct communication with the shareholders. External auditor of the Company also attend annual general meetings to answer shareholders' enquires where appropriate. The Board considers that the Company was in compliance with all applicable code provisions set out in the CG Code throughout the Year.

During the Year, pursuant to article 50 of the Articles and section 566 of the new Companies Ordinance (Cap. 622 of the Laws of Hong Kong), shareholders holding not less than 5% of the paid-up capital of the Company carrying the right of voting at general meeting of the Company may by written requisition to the Board for convening and putting forward proposals at an extraordinary general meeting. The procedures for shareholders to convene extraordinary general meetings and put forward proposal are as follows:

1. The requisitionist(s) must sign a written request stating the objects of the meeting to be convened, and deposit the same at the registered office of the Company situated at Unit 2110, 21/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong, for the attention of the Company Secretary. The written request may consist of several documents in like form, each signed by one or more requisitionist(s).

2. The Company will then verify the particulars of the requisitionist(s) in their written request with the Company's share registrar, and upon confirmation from the Company's share registrar that the written request is in order, the Company Secretary will arrange with the Board to convene an extraordinary general meeting by serving sufficient notice to all the registered shareholders in accordance with all the relevant statutory and regulatory requirements and the provisions in the Articles.

3. In the event that the written request has been verified as not in order, the shareholders concerned will be advised of this outcome and accordingly, an extraordinary general meeting will not be convened as requested.

4. If the Directors do not within 21 days from the date of the deposit of the written request proceed duly to convene an extraordinary general meeting for a day not more than 28 days after the date on which the notice convening the meeting is given, the requisitionist(s), or any of them representing more than onehalf of the total voting rights of all of them, may themselves convene an extraordinary general meeting, but any extraordinary general meeting so convened shall not be held after the expiration of 3 months from the date of deposit of the written request.

The investor relations and corporate communication department of the Company maintains regular communication and dialogue with shareholders, investors and analysts. It can be accessed during normal business hour by phone (Telephone: 86 543 489 1888/852 3188 4518). Shareholders can also send their written enquiries or suggestions on the business of the Company to Company Secretary at the Company's business address in Hong Kong. The Board and senior management of the Company will seriously consider shareholders' enquiries and address them accordingly and in compliance with the Listing Rules. Shareholders and investors can also visit the Company's website at www.xiwangsteel.com and the Stock Exchange's website for the Company's announcements, circulars, financial information, corporate governance practices, annual reports, interim reports and other corporate information and updates of business development and operations. Pursuant to rule 13.90 of the Listing Rules, the Company has published on the Company's website and the website of the Stock Exchange its Articles. During the Year, no amendments were made to the constitutional documents of the Company.

L. COMPLIANCE OF NON-COMPETITION UNDERTAKING

The Company has entered into a deed of non-competition dated 30 January 2012 (the "**Non-competition Deed**") with each of the controlling shareholders of the Company named therein (the "**Controlling Shareholders**") pursuant to which each of the Controlling Shareholders has jointly and severally undertaken to the Company (for itself and for the benefit of other members of the Group) that each of them will not, and procure that its/his/her associates will not, whether as principal or agent and whether undertaken directly or indirectly (including through any of their respective associate, subsidiary, partnership, joint venture or other contractual arrangement) and whether for profit or otherwise, carry on, engage, invest, participate or otherwise be interested in any business which is, in each case, the same as, similar to or in direct or indirect competition with any business relating to steel manufacturing and such other business conducted or carried on by any member of the Group from time to time. Details of the Non-competition Deed are set out in the paragraph headed "Non-competition Undertaking" in the section headed "Relationship with Controlling Shareholders" of the prospectus of the Company dated 13 February 2012.

The Company has received the annual confirmation from all of its Controlling Shareholders in compliance with the terms of the Non-competition Deed. The independent non-executive Directors have reviewed the annual confirmation from the Controlling Shareholders relating to the compliance with the non-competition undertaking by the Controlling Shareholders under the Non-competition Deed and are satisfied that the same has been complied with by the Controlling Shareholders under the Non-competition Deed. For details of the corporate governance measures adopted by the Company to manage the conflicts of interests arising from any competing business and to safeguard the interests of the shareholders of Company, please refer to the paragraph headed "Corporate Governance Measures" in the section headed "Relationship with Controlling Shareholders" of the prospectus of the Company dated 13 February 2012.

On behalf of the Board

WANG Di
Chairman

Hong Kong, 9 June 2020

EXECUTIVE DIRECTORS

Mr. ZHANG Jian（張健）

Mr. ZHANG, aged 38, was appointed as an executive Director and the Chief Executive Officer of the Company on 14 October 2015. He obtained his Bachelor of Engineering from Yanbian University*（延邊大學）in 2004 and Master of Engineering from Qilu University of Technology（齊魯工業大學）in 2013. He joined the production department of Shandong Xiwang Sugar Company Limited（山東西王糖業有限公司）("**Xiwang Sugar**") from February 2004 to August 2004. From August 2004 to October 2014, he held several managerial positions including director of general manager office, manager of supply department, project manager, deputy managers and general managers within Xiwang Group and its subsidiaries, including Shangdong Xiwang Steel Co., Ltd.（山東西王鋼鐵有限公司）, Shandong Xiwang Biochemical Technology Co., Ltd.（山東西王生化科技有限公司）, Xiwang Sugar, Shandong Youhuo Fructose Co., Ltd.（山東西王悠活果糖有限公司）and Xiwang Pharmaceutical Company Limited*（西王藥業有限公司）. Since October 2014, he has been the general manager of Xiwang Metal Science & Technology Company Ltd（西王金屬科技有限公司）("**Xiwang Metal Science**")（previously named Shangdong Xiwang Special Steel Company Limited 山東西王特鋼有限公司）, a wholly-owned subsidiary of the Company.

Mr. SUN Xinhu（孫新虎）

Mr. SUN, aged 46, was appointed as a non-executive Director in June 2011 and re-designated to executive Director on 16 April 2015. Mr. Sun has been serving as vice general manager since he joined Xiwang Group Company Limited in March 2003. Mr. Sun earned his master's degree in food science from Southern Yangtze University（江南大學）in July 2004 and bachelor's degree in food science from Shandong Polytechnic University（山東輕工業學院）in July 1997. Mr. Sun was an executive director of Xiwang Property Holdings Company Limited (previously named Xiwang Sugar Holdings Company Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited under stock code 2088) since December 2008 and re-designated as a non-executive director on July 2012. Mr. Sun has also been a director of Xiwang Foodstuffs Company Limited ("**Xiwang Foodstuffs**", a company listed on the Main Board of the Shenzhen Stock Exchange under stock code 000639) since 2010 and the vice chairman of the board of Xiwang Foodstuffs since June 2014. Mr. Sun was the secretary of the board of Xiwang Foodstuffs from 2010 to October 2013.

Ms. LI Hai Xia（李海霞）

Ms. LI, aged 38, was appointed as an executive Director of the Company on 14 October 2015. She graduated from the Party School of the Central Committee of C.P.C（中共中央黨校）with a bachelor degree in Economics and Management in 2009. She worked in Xiwang Sugar from December 2003 to July 2015, during which she was the finance manager from May 2013 to July 2015. She has been the deputy finance general manager of Xiwang Metal Science since August 2015.

NON-EXECUTIVE DIRECTORS

Mr. WANG Di（王棣）

Mr. WANG, aged 37, was appointed as a non-executive Director in November 2007 and was appointed as the chairman of the Company in October 2014, he is the son of Mr. WANG Yong. He has been serving as the head of branding of the Group since March 2010. Mr. WANG attended the bachelor's degree course of information conflict from the Electronic Engineering Institute of the Chinese People's Liberation Army（中國人民解放軍電子工程學院）from 2001 to 2005. Mr. WANG joined Xiwang Group in August 2005 and has been in charge of the international trading business of Xiwang Group for more than eight years. Mr. WANG has been granted various awards and honours, including outstanding worker for enterprise education and training of Shandong Province of the PRC in 2006, labour model of Binzhou City of Shandong Province of the PRC, labour model of Shandong Province, the PRC and outstanding entrepreneur in food industry of Shandong Province of the PRC. Mr. WANG is a director and the chairman of Xiwang Foodstuffs. He was appointed as the executive director of Xiwang Property in November 2010 and the deputy chairman in July 2012, and was re-designated as the chairman and a non-executive director on 15 July 2013. Mr. WANG was appointed an chairman of Xiwang Group Company Limited in October 2013.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEUNG Shu Sun Sunny（梁樹新）

Mr. LEUNG, aged 57, was appointed as an independent non-executive Director commencing from 23 February 2012. He is the chairman of the audit committee of the Company ("**Audit Committee**"). He has over 20 years' working experience in, among other things, accounting, treasury management, budgeting and corporate finance. He is a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Certified Public Accountants and a member of Certified General Accountants' Association of Canada. Mr. LEUNG is an independent non-executive director of China Arts Financial Holdings Limited, a company listed on the Main Board of the Stock Exchange under stock code 1572, since October 2016. Mr. LEUNG is an independent non-executive director of Pan Asia Environmental Protection Group Limited, a company listed on the Main Board of the Stock Exchange under stock code 556, since December 2007. From 2005 to 2007, he served as the financial controller, qualified accountant and company secretary of Xiwang Property. From 2001 to date, he was a director of a company providing accounting, tax and corporate finance services. From 1999 to 2001, he held key finance position in a listed company in Hong Kong. From 1998 to 1999, he was a finance director of a company principally engaged in the provision of network infrastructure solutions. From 1993 to 1998, he was the financial controller of a company principally engaged in property investment, trading and securities. From 1987 to 1990, he had worked in international accounting firms, handling audit, tax and accounting matters. Mr. LEUNG received a professional diploma in accountancy from Hong Kong Polytechnic University in November 1994 and earned a master's degree in business administration, which is a long distance course from the University of South Australia in 1997.

Mr. YU Kou（于叩）

Mr. YU, aged 72, was appointed as an independent non-executive Director commencing from 23 February 2012. Mr. YU is the deputy secretary general of China Special Steel Enterprise Association（中國特鋼企業協會）since 2008. He served as vice general manager of the Shougang Company and the vice general manager of the sales company of the Shougang Group（首鋼集團）from 2005 to 2008, and was with Shougang Group since 1983. Mr. YU has worked in the steel industry since 1969. He studied in the master program at the Party School of the Central Committee of C.P.C.（中共中央黨校）in economics and management from September 2004 to July 2007. Mr. YU received a professional diploma in industrial management from Beijing Institute of Economic Management（北京市經濟管理幹部學院）in December 1986.

Mr. LI Bangguang（李邦廣）

Mr. LI, aged 47, was appointed as an independent non-executive Director commencing from 31 March 2016. Mr. LI is a qualified PRC lawyer. Mr. LI graduated from Shandong University（山東大學）in 2005 majoring in law. Mr. LI worked as sales manager at Zouping County Health Products Company（鄒平縣保健品有限公司）from June 1994 to October 2000 and as staff attorney at Zouping County Cheng Zhong Legal Services Office（鄒平縣城中法律服務所）from October 2000 to May 2005. Since May 2005, Mr. LI joined Shandong Li Zhi Law Office（山東勵志律師事務所）and is working as a practicing lawyer there.

SENIOR MANAGEMENT

Mr. ZHANG Qingsheng（張慶生）

Mr. ZHANG, aged 42, was appointed as the vice president of the technical department of the Group in November 2008 and was re-designated as the deputy general manager of production department on 7 October 2013. Mr. ZHANG is responsible for the overall management and supervision for the technical support and issues related to the steel production process and the large bar rolling line project. Mr. ZHANG has served as the vice president of Shandong Xiwang Special Steel since 2008. Mr. ZHANG worked for Xiwang Property overseeing technical issues for its factories and was its vice president from 2005 to 2008. Mr. ZHANG earned his bachelor's degree from Liaoning Shihua University（遼寧石油化工大學）in July 2002, and obtained a master's degree in materials engineering from Qilu University of Technology in June 2017.

Mr. HU Zhe（胡哲）

Mr. HU, aged 40, was appointed as the deputy general manager of sales department of the Group in July 2013 and is responsible for the overall management of the sales department. Mr. HU joined the planning department of Xiwang Group in September 2010 and was responsible for the editing of the Group's newspaper. He served as the head of planning department from July 2011 to July 2013. Mr. HU obtained his master degree in law from Communist Party's School of Hubei Province（中共湖北省委黨校）in July 2010 and his bachelor degree in English in July 2007 from China University of Petroleum（中國石油大學）.

Mr. LI Dian Zhong（李殿中）

Mr. LI, aged 51, was appointed as the technical director of the Group commencing from 16 April 2015. He was graduated from Harbin Institute of Technology（哈爾濱工業大學）with a doctorate degree in engineering in 1998. Mr. Li is a researcher and doctoral supervisor and the director of the Materials Process Modeling Division of Shenyang National Laboratory for Materials Science, Institute of Metal Research of Chinese Academy of Sciences. In 1998, he was admitted to the "Hundred Talents Program（百人計劃）" of China Academy of Science. He is mainly engaged in the research of optimizing the key material composition and alloy phase control for heavy castings and forgings products and high-quality special steel; material modeling and defect control; simulation of nucleation during metal solidification; computer simulation of structural evolution under deformation condition for steel; real-time observation and computer simulation of liquid metal flows, etc. He has won National Outstanding Science and Technology Worker in 2014, State Scientific and Technological Progress Award (Second Class) in 2012, Outstanding Achievement Award in Science and Technology from Chinese Academy of Science in 2009, and Ho Leung Ho Lee Foundation Prize for Scientific and Technological Innovation in 2007. He has published more than 100 papers on periodicals like Acta Mater, and registered more than 30 patents and 2 software licenses.

Mr. WANG Jianxiang（王建翔）

Mr. WANG, aged 36, graduated from The University of Newcastle, Australia with a master's degree in international trade. Mr. Wang was appointed as the investor relations director of the Group in 2017. Mr. Wang was a business manager of Xiwang International Trade Co., Ltd from September 2009 to October 2010, and served in the investment department of Xiwang Group Company Limited since October 2010. From October 2013 to June 2017, he served as the securities affairs representative of Xiwang Foodstuffs Company Limited.

The Board is pleased to present its annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Group is a leading high-end special steel manufacturer located in Shandong Province of China. The Group's products consist of ordinary steel products that are used primarily buildings and infrastructures, as well as special steel products that is used in automobile, shipbuilding, chemical and petrochemical, machinery and equipment sectors. The Group also engaged in commodities trading business, mainly iron ore trading.

DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2019 (2018: RMB12.8 cents per ordinary share). References are also made to announcements of the Company dated 10 March 2020, 10 January 2020, 11 October 2019 and 16 August 2019 (the "**Announcements**"). As disclosed in the Announcements, the 2018 final dividend and the share certificates for the scrip shares are expected to be sent to the shareholders on or around 29 June 2020 and the dealing in the scrip shares on the Stock Exchange is expected to commence on or around 30 June 2020.

BUSINESS REVIEW

Business review of the Company and a discussion and analysis of the Group's performance during the Year, the material factors underlying its results and financial position, and an indication of likely future development in the Company's business are set out in the Management Discussion and Analysis on pages 7 to 13 of this Annual Report. An analysis of Group's performance using financial key performance indicators is provided in the Management Discussion and Analysis on pages 7 to 13 of this Annual Report. These discussions form part of this Directors' report.

1. Major Risks and Uncertain Factors

A. Risk of Raw Material Price Increase

The supply of raw material has a material impact on the price of iron and steel, and fluctuation in raw material price also brings uncertainty to the Company's market strategy formulation and implementation as well as impacts the cost control of the Company to certain extent.

B. Market Risks

The Group bears market risks such as risks of interest rate and currency rate. Since the steel industry is a capital intensive industry, operation of the Group needs to be supported by external financing. Increase of loan interest rate will cause burden of increased financial cost. Some businesses of the Group involve foreign currency, so adverse fluctuation of currency rate will cause exchange loss to be borne by us. The Group has proactively communicated with some financial institutions which have fixed the exchange rates for some businesses.

C. Risk of New Product

The Group is proactively carrying out industrial upgrade and transformation, and gradually increasing the ratio of special steel products with relatively high profit. Therefore the Group may face increased capital input and production cost while the Group is unable to secured sales in the fierce market competition.

2. **Environmental Policies and Performance**

The Ministry of Industry and Information Technology of the PRC, together with other authorities, established the Standard Conditions for Iron and Steel Industry which prescribes specific standards for the production scale, equipment and environmental protection of steel enterprises. Upon review of competent authorities, the Group has complied with the requirements and qualifications set forth in the Standard Conditions for Iron and Steel Industry. The Group discharges pollutants in strict compliance with the requirement of the permit for pollutant discharge, the requirement of China's environmental protection laws and regulations and the requirement of competent environmental protection authorities. The Group strives to be an environmentally-friendly enterprise by investing large amount of funds to install environmental protection facilities and proactively designing recycle and reuse of wastes. The Group has completed the design and implementation of related plans together with Zouping Xiwang Power Co., Ltd（鄒平市西王動力有限公司）in recycling and reusing the waste water and gas generated from the production and applying them on heating in properties and surrounding buildings. This project will not only contribute to environmental protection but also generate financial earnings for the Group. The Group pays attention to nourishing and enhancing employees' awareness of cherishing resources and utilizing resources with high efficiency, and proactively promotes environmental protection. In recent years, the Group has implemented a number of policies to encourage employees on duty to summarize and improve the procedures that waste raw materials and energies, eliminate wasting and increase effective use of raw materials and energy. Meanwhile, the Group also urges and encourages employees on duty to save energy and paper during office works. The ultimate purpose for all of the above is to save resources and costs, protect the environment and promote the general profit of the Group.

3. **Compliance with Laws and Regulations**

The Group's operations are mainly carried out by the Company's subsidiaries in the mainland China while the Company itself is listed on the Stock Exchange. The Group's establishment and operations accordingly shall comply with relevant laws and regulations in the mainland China and Hong Kong. During the year ended 31 December 2019 and up to the date of this report, to the knowledge of the Company, the Group has complied with all the relevant laws and regulations in the mainland China and Hong Kong that have a significant impact on the Group in all material respects.

4. **Notes on Important Relationship with Employees, Customers and Suppliers**

The Group promotes a person-oriented management culture and emphasizes the value of employees as it believes the employees are very important resources for enhancing the Company's productivity and core competency. To provide employees with competitive remunerations and opportunities to receive skill trainings is closely connected to the realization of employees' individual values as well as the Group's strategic goals. The Group's regular income relies on the constant patronage of its major customers. Many customers are distributors who sell its products to the downstream steel producers, real estate developers and construction contractors. They contribute to a substantial portion of the Group's earnings and operation performance. Maintaining good cooperative relationship with customers will positively promote the Group's business performance and obtain steady and healthily-growing results. The Group has entered into long-term supply contracts with some major customers. Meanwhile, the Group is also proactively developing new customers and providing them with high-quality presale and post-sale supporting services for the sake of reducing risks and obtaining more market shares. The Group also pay close attention to the relationship with suppliers. Being able to obtain sufficient quantity of raw materials with competitive prices is an important safeguard for the Group to maintain production schedule and fulfill commitments to customers. Though the Group may use electric arc furnaces to produce billets internally, the Group still needs raw materials supplied by major supplies such as waste steel, molten iron, pig iron and billets to meet the production demand. The Group proactively enters into purchase agreements with current supplies and meanwhile proactively seeks to expand the supplier network, timely communicate with suppliers and produce plans to maintain good relationships and solve problems in order to provide effective safeguard for the planned production schedule. The Group holds annual meeting every year, and distributes questionnaires to share its achievements with employees, customers and suppliers. The Group also discusses the defects existing in the past and strives to discover any room of improvement in order to create closer mutually benefiting relationship.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 13 to the financial statements.

BORROWINGS

Details of the Group's borrowings as at the end of the reporting period are set out in note 23 to the financial statements of this annual report.

SHARE CAPITAL

Details of movements in the Company's share capital for the year ended 31 December 2019 are set out in note 28 to the financial statements of this annual report.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 150 of this annual report.

SHARE OPTION SCHEME

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants for their contribution or would-be contribution to the Group so as to encourage them to participate in the long-term development of the Group and to share common interests and objectives with the Group and/or to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group (the "**Share Option Scheme**"). The Share Option Scheme became effective on 3 September 2014, no share options were exercised during the year ended 31 December 2019.

(1) Eligible Participants to the Share Option Scheme

The Directors may, at their absolute discretion, invite any eligible participants (the "**Eligible Participants**"), to take up options (the "**Options**") to subscribe for shares at a price calculated in accordance with paragraph (7) below for such number of shares as it may determine in accordance with the terms of the Share Option Scheme. The basis of eligibility of any of the Eligible Participants to the grant of any Options shall be determined by the Directors from time to time on the basis of their contribution to the development and growth of the Group and any invested entity.

(2) Maximum Number of Shares Available for Exercise

(a) The maximum number of shares to be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30 per cent of the total number of shares in issue from time to time.

(b) The total number of shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 200,000,000 shares (the "**General Scheme Limit**"), representing 10 per cent of the shares in issue as at the date of the passing of the relevant ordinary resolution.

(c) Subject to paragraph (a) above and without prejudice to paragraph (d) below, the Company may seek approval of the shareholders in general meeting to refresh the General Scheme Limit provided that the total number of shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 10 per cent of the shares in issue as at the date of approval of the General Scheme Limit. For the purpose of calculating the General Scheme Limit, Options previously granted (including those outstanding, cancelled, lapsed or exercised in accordance with the share Option Scheme and any other share option schemes of the Company) will not be counted.

(d) Subject to paragraph (a) above and without prejudice to paragraph (c) above, the Company may issue a circular to the shareholders and seek separate shareholders' approval in general meeting to grant Options beyond the General Scheme Limit or, if applicable, the limit referred to in paragraph (c) above to the Eligible Participants specifically identified by the Company before such approval is sought.

(3) Maximum Entitlement of each Eligible Participant

The total number of shares in issue and which may fall to be issued upon exercise of the Options granted under the Share Option Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding Options) to each Eligible Participant in any 12 month period shall not exceed 1 per cent of the total number of the relevant class of shares (the "**Individual Limit**"). Any further grant of options in excess of the Individual Limit in any 12 month period up to and including the date of such further grant, shall be subject to the issue of a circular to the shareholders and the shareholders' approval in general meeting of the Company with such Eligible Participant and his associates abstaining from voting.

(4) Grant of Options to Connected Persons

(a) Any grant of Options under the Share Option Scheme to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must comply with the requirements of Rule 17.04 of the Listing Rules and must be approved by independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options). In the event of any change in the terms of Options granted to a substantial shareholder or an independent non-executive director of the Company; or where any grant of Options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, would result in the shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12 month period up to and including the date of such grant:

(i) representing in aggregate over 0.1 per cent of the total number of shares in issue;

(ii) having an aggregate value on the closing price of the shares at the date of each grant, in excess of HKD5 million;

such further grant of Options must be approved by the shareholders. The Company must send a circular to the shareholders. All connected persons of the Company must abstain from voting at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote take at the meeting to approve the grant of such options must be taken on a poll.

(5) Time of Acceptance and Exercise of an Option

An offer of grant of an Option may be accepted by an Eligible Participant within 28 days from the date of the offer of grant of the Option. A consideration of HKD1.00 is payable on acceptance of the offer of grant of an Option. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on the date on which the offer for the grant of Options is made but shall end in any event not later than 10 years from the date of grant of the Option subject to the provisions for early termination thereof and to the minimum period for which the Option has to be held before it can be exercised as the Directors may at their discretion determine ("**Option Period**"). No minimum period for which the Option has to be held before it can be exercised is specified in the Share Option Scheme.

(6) Performance Targets

Unless otherwise determined and stated by the Directors in the offer of the grant of Options to an Eligible Participant, an Eligible Participant is not required to achieve any performance targets before any Options granted under the Share Option Scheme can be exercised.

(7) Subscription Price for Shares

The subscription price for shares under the Share Option Scheme shall be a price determined by the Directors, but shall not be less than the higher of (i) the closing price of shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of grant, which must be a trading day; (ii) the average closing price of shares as stated in the Stock Exchange's daily quotation sheeting for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of a share (if applicable). Without prejudice to the generality of the foregoing, the Directors may grant Options in respect of which the subscription price is fixed at different prices for different periods during the Option Period provided that the subscription price for shares for each of the different periods shall not be less than the subscription price determined in the aforesaid manner.

(8) Restrictions on the Time of Grant of Options

A grant of Option under the Share Option Scheme shall not be made after inside information has come to the knowledge of the Company until the information has been announced. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of the board meeting (as such is first notified to the Exchange in accordance with the Listing Rules) for approval of the Company's results for any year, half year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to publish an announcement of its results for any year or half year under the Listing Rules, or quarterly or any other interim period (whether or not under the Listing Rules), no Option should be granted. The Directors may not grant any Option to an Eligible Participant who is a Director during the periods or times in which Directors are prohibited from dealing in shares pursuant to the Model Code for Securities Transactions by Directors of Listed Companies prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

(9) Period of the Share Option Scheme

The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme becomes unconditional. As at 31 December 2019, options to subscribe for 3,966,667 ordinary shares of the Company were outstanding, details of which are set out in note 29 to the financial statements and below:

Grantee	Date of grant	At 1 January 2019	Number of Share Options Granted	Exercised	Lapsed	At 31 December 2019	Exercise price per Share (HKD)	Exercise period
Directors								
WANG Di	25 August 2016 (Note 2)	1,666,667	–	–	–	1,666,667	0.73	25/8/2016-24/8/2021
SUN Xinhu	25 August 2016 (Note 2)	500,000	–	–	–	500,000	0.73	25/8/2016-24/8/2021
Employees (Note 1)	22 July 2016 (Note 2)	500,000	–	300,000	200,000	–	0.676	22/7/2016-21/7/2021
	25 August 2016 (Note 2)	1,900,000	–	300,000	–	1,600,000	0.73	25/8/2016-24/8/2021
	12 April 2017 (Note 2)	200,000	–	–	–	200,000	1.38	12/4/2017-11/4/2022
		4,766,667	–	600,000	200,000	3,966,667		

Notes:

1. Employees include employees of the Group (other than the directors) working under employment contracts with the Group which are regarded as "continuous contracts" for the purpose of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong).

2. The closing price of the share immediately before the date on which the options were granted were (i) 21 July 2016: HKD0.67; (ii) 24 August 2016: HKD0.71 and (iii) 11 April 2017: HKD1.39.

EQUITY-LINKED AGREEMENT

Save as disclosed in this annual report regarding Share Option Scheme, the Company has not entered into any equity-link agreement during the year ended 31 December 2019 and no equity-link agreement subsisted as at the end of the Year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's memorandum and articles of association or the laws of Hong Kong, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S SECURITIES

During the Year, certain grantees of the share option scheme of the Company adopted on 3 September 2014 exercised a total of 600,000 (2018: 7,733,333) share options of the Company. Save as disclosed in this report, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed securities of the Company during the Year.

SHARES AND DEBENTURE ISSUED DURING THE YEAR

On 11 October 2017, convertible bond in the aggregate principal amount of US$30,000,000 (the "**Convertible Bond**") has been successfully issued to the subscribers pursuant to the convertible bond subscription agreement dated 22 September 2017. On 22 November 2019, the Company entered into the subscription agreement with, among others, the guarantors and the bond subscribers, pursuant to which the bond subscribers conditionally agreed to subscribe for, and the Company conditionally agreed to issue the bonds in an aggregate principal amount of US$30.0 million, maturity date being 11 December 2019 (the "**Bonds**"). Upon completion of the issuance of the Bonds, the Company applied the proceeds raised from the issuance of the Bonds to repay the Convertible Bond. The Bonds bear interest from and including the date of issue of the Bonds to the Maturity Date at the rate of ten percent (10.0%) per annum payable upon the maturity date. For further details, please refer to the announcements of the Company dated 22 September 2017, 11 October 2017, 25 October 2019 and 24 November 2019.

On 20 December 2019, pursuant to the technology license and cooperation agreement entered into between the Company, the Institute of Metal Research, Chinese Academy of Sciences, and the 1st Batch of IMR Key Personnel on 5 January 2015, as amended by the supplemental agreement dated 16 September 2019, an aggregate of 100,000,000 new shares were duly allotted and issued as fully paid to Shenyang China Research and Technologies Co., Ltd*（沈陽中科金研科技有限公司）(as to 49,000,000 consideration shares) and 2nd Batch of IMR Key Personnel (as to 51,000,000 consideration shares) at the issue price of HK$1.22 per consideration share under the general mandate. For further details, please refer to the announcements of the Company dated 14 November 2014, 5 January 2015, 16 September 2019 and 20 December 2019.

DISTRIBUTABLE RESERVE OF THE COMPANY

Details of movements in the reserves of the Company during the Year are set out in note 42 to the financial statements. As at 31 December 2019, the reserves of the Company available for distribution (i.e. retained profits), calculated in accordance with the provision of sections 291, 297 and 299 of the Hong Kong Companies Ordinance, (Cap. 622) amounted to approximately RMB Nil (2018: RMB14.6 million).

MAJOR CUSTOMERS AND SUPPLIERS

The Group's five largest suppliers accounted for approximately 40% (2018: 34%) of the Group's total cost of purchase for the Year. The largest supplier accounted for approximately 14% (2018: 11%) of the Group's total cost of purchase. The Group's five largest customers accounted for approximately 22% (2018: 25%) of the Group's total revenue for the Year. The largest customer accounted for approximately 7% (2018: 10%) of the Group's total revenue for the Year.

To the knowledge of the Directors, none of the Directors, their respective close associates or any shareholder (which to the knowledge of the Directors own more than 5% of the Company's share capital) owned any direct or indirect interest in the Company's suppliers and customers mentioned above during the Year.

DONATIONS

During the Year, the Group did not make charitable and other donations (2018: Nil).

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors during the Year and up to the date of this annual report were:

Executive Directors
Mr. ZHANG Jian *(Chief Executive Officer)*
Mr. SUN Xinhu
Ms. LI Hai Xia

Non-executive Directors
Mr. WANG Di *(Chairman)*
Mr. WANG Yong *(resigned on 5 July 2019)*

Independent Non-executive Directors
Mr. LEUNG Shu Sun Sunny
Mr. YU Kou
Mr. LI Bangguang

Each of the executive Directors, non-executive Directors, and independent non-executive Directors has entered into a service agreement with the Company for a term of three years. Each of these service agreements may be terminated by either party by giving to the other not less than three months' prior notice in writing. None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation. The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Board considered each of the independent non-executive Directors to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 25 to 28 of this annual report.

DIRECTORS OF SUBSIDIARIES

The directors of the Company's subsidiaries during the Year and up to the date of this annual report were:

Company	Director
XIWANG METAL SCIENCE & TECHNOLOGY COMPANY LIMITED	Mr. WANG Yong, Mr. WANG Di, Mr. WANG Dong, Mr. WANG Liang, Mr. SUN Xinhu, Mr. ZHANG Jian
XIWANG SPECIAL STEEL COMPANY LTD.	Mr. WANG Yong, Mr. WANG Di, Mr. WANG Dong, Mr. WANG Liang, Mr. SUN Xinhu, Mr. ZHANG Jian, Mr. ZHANG Qing Sheng
SHANDONG XIWANG RECYCLING RESOURCES COMPANY LTD	Mr. WANG Hong Xiang
XIWANG INTERNATIONAL TRADE (QINGDAO) CO, LTD	Mr. WANG Hong Yu, Ms. WANG Feng, Mr. XIA Pei Jian
WIN GOAL TRADING LIMITED	Mr. WANG Di

CONTRACT OF SIGNIFICANCE

Saved as disclosed in the paragraph headed "Connected Transactions" below and in note 36 to the financial statements, there was no contract of significance between the Company or one of its subsidiaries on the one hand, and a controlling shareholder or any of its subsidiaries on the other, subsisting during or at the end of the year ended 31 December 2019. Saved as disclosed in the paragraph headed "Connected Transactions" below and in note 36 to the financial statements, there was also no other contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries during or at the end of the Year.

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Saved as disclosed in the paragraph headed "Connected Transactions" below and in note 36 to the financial statements, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party subsisting during or at the end of the Year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the Year was the Company or any of its subsidiaries or the holding company or a subsidiary of the Company's holding company a party to any arrangements to enable the Directors to acquire benefits by means of an acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the Year and up to the date of this annual report, none of the Directors has any interest in a business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the Group's business.

PERMITTED INDEMNITY

Pursuant to the Company's Articles, every Director shall be indemnified out of the assets of the Company against all liabilities which he/she may incur in the execution and discharge of his/her duties or otherwise in relation thereto. The Company has kept in force insurance against the liability and costs associated with defending any proceedings which may be brought against directors of the Company.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

REMUNERATION POLICY

The remuneration policy of the Group is set on the basis of the employees' merit, qualifications and competence and reviewed by the Remuneration Committee periodically. The remuneration package of the Directors are reviewed and recommended by the Remuneration Committee and approved by the Board, with consideration to the Group's operating results, individual performance and comparable market statistics.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2019, the Directors or chief executive of the Company and their respective associates had the following interests in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**")) which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO; or notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Name of Director	Name of company/ associated corporation	Capacity	Number and class of securities held/interested (Note 1)	Approximate percentage shareholding in the same class of securities in the relevant corporation as at 31 December 2019
WANG Yong (resigned on 5 July 2019)	Company	Interest of controlled corporations (Note 2)	1,498,000,000 ordinary shares (L) (Note 4)	63.23%
	Xiwang Investment Company Limited ("**Xiwang Investment**")	Interest of controlled corporations (Notes 2, 3)	3 shares (L)	100%
	Xiwang Holdings Limited ("**Xiwang Holdings**")	Beneficial owner (Note 2)	6,738 shares (L)	3.37%
		Interest of controlled corporations (Note 2)	190,000 shares (L)	95%
	Xiwang Hong Kong Company Limited ("**Xiwang Hong Kong**")	Interest of controlled corporations (Note 2)	694,132,000 shares (L)	100%
	Xiwang Group Company Limited ("**Xiwang Group**")	Beneficial owner (Note 2)	RMB1,383,000,000 (L)	70.83%
	Xiwang Property	Interest of controlled corporations (Note 3)	982,999,588 ordinary shares (L) (Note 3)	69.78%
			506,244,669 convertible preference shares (L) (Note 3)	99.75%

Name of Director	Name of company/ associated corporation	Capacity	Number and class of securities held/interested (Note 1)	Approximate percentage shareholding in the same class of securities in the relevant corporation as at 31 December 2019
WANG Di	Company	Beneficial owner	9,333,333 shares (L)	0.39%
	Company	Beneficial owner	1,666,667 share options (L)	0.07%
	Xiwang Holdings	Beneficial owner	177 shares (L)	0.09%
	Xiwang Group	Beneficial owner	RMB35,460,000 (L)	1.77%
	Xiwang Property	Beneficial owner	3,000,000 share options (L)	0.21%
SUN Xinhu	Company	Beneficial owner	1,602,000 shares (L)	0.07%
	Company	Beneficial owner	500,000 share options (L)	0.02%
	Xiwang Holdings	Beneficial owner	89 shares (L)	0.04%
	Xiwang Group	Beneficial owner	RMB35,460,000 (L)	1.77%
	Xiwang Property	Beneficial owner	3,000,000 share options (L)	0.21%

Notes:

(1) The letter "L" represents the Director's long position in the shares of the relevant corporation.

(2) As at 31 December 2019, Xiwang Group is the ultimate holding company of the Company. Xiwang Group is owned as to 31% by Mr. WANG Yong, 29.25% by Xiwing Villager Committee (" **西王村民委員會** ") and remaining 39.75% by 20 individuals including Mr. WANG Di. Further, these 20 individuals are accustomed to act in accordance with the directions of Mr. WANG Yong in respect of the exercise by such 20 individuals of their voting powers as a shareholder of Xiwang Group. Accordingly, Mr. WANG Yong is deemed to be interested in 70.75% of the shares of the Company in which Xiwang Group is interested.

Xiwang Hong Kong is a wholly-owned subsidiary of Xiwang Group. Xiwang Hong Kong directly holds 95% and Mr. WANG Yong and 22 individuals directly hold 5% of the issued share capital of Xiwang Holdings, respectively. Xiwang Investment is a wholly-owned subsidiary of Xiwang Holdings. Therefore, Xiwang Holdings, Xiwang Hong Kong and Xiwang Group are deemed to be interested in the number of shares of the Company held by Xiwang Investment.

(3) As at 31 December 2019, Xiwang Investment, where the entire issued shares are deemed to be interested by Mr. WANG Yong, held 69.78% of ordinary shares of Xiwang Property Holdings Company Limited ("**Xiwang Property**") and 99.75% of convertible preference shares of Xiwang Property.

(4) These shares are registered in the name of Xiwang Investment. Mr. WANG Yong is deemed to have interest in all shares of the Company held by Xiwang Investment.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS WHO ARE REQUIRED TO DISCLOSE THEIR INTERESTS PURSUANT TO PART XV OF THE SFO

(a) Substantial shareholders of the Company

As at 31 December 2019, so far as it is known to the Directors of the Company, the following persons (other than the Directors and chief executive of the Company) had or were deemed or taken to have interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of substantial shareholder	Capacity	Number of shares of the Company held/ interested (Note 1)	Approximate percentage of interest in the Company as at 31 December 2019
Xiwang Investment	Beneficial owner	1,498,000,000 ordinary shares (L)	63.23%
Xiwang Holdings	Interest of a controlled corporation (Note 2)	1,498,000,000 ordinary shares (L)	63.23%
Xiwang Hong Kong	Interest of controlled corporations (Notes 2, 3)	1,498,000,000 ordinary shares (L)	63.23%
Xiwang Group	Interest of controlled corporations (Notes 2, 3)	1,498,000,000 ordinary shares (L)	63.23%
ZHANG Shufang	Interest of spouse (Note 4)	1,498,000,000 ordinary shares (L)	63.23%
Haitong Securities Co., Ltd.	Interest of a controlled corporation	1,398,221,000 ordinary shares (L) 221,000 ordinary shares (S)	59.01%
Haitong International Holdings Limited	Interest of a controlled corporation	1,398,221,000 ordinary shares (L) 221,000 ordinary shares (S)	59.01%
Haitong International Securities Group Limited	Interest of a controlled corporation	1,398,221,000 ordinary shares (L) 221,000 ordinary shares (S)	59.01%

Name of substantial shareholder	Capacity	Number of shares of the Company held/ interested (Note 1)	Approximate percentage of interest in the Company as at 31 December 2019
Haitong International (BVI) Limited	Interest of a controlled corporation	1,398,221,000 ordinary shares (L) 221,000 ordinary shares (S)	59.01%
Haitong International Finance Company Limited	Interest of a controlled corporation	1,398,000,000	59.01%
Haitong International Financial Solutions Limited	Interest of a controlled corporation	1,398,000,000	59.01%
Haitong International Investment Solutions Limited	Person having a security interest in shares (Note 5)	1,398,000,000 ordinary shares	59.01%

Notes:

(1) The letter "L" represents the entity's long position in the shares of the Company.

(2) Xiwang Holdings directly holds 100% of the issued share capital of Xiwang Investment and therefore is deemed to be interested in the number of shares of the Company held by Xiwang Investment.

(3) Xiwang Hong Kong directly holds 95% and Mr. WANG Yong and 22 individuals including Mr. WANG Di directly hold 5% of the issued share capital of Xiwang Holdings, respectively. Xiwang Hong Kong is in turn wholly-owned by Xiwang Group. Therefore, Xiwang Hong Kong and Xiwang Group are deemed to be interested in the number of shares of the Company held by Xiwang Investment.

(4) Ms. ZHANG Shufang, being the spouse of Mr. WANG Yong, is deemed to be interested in all the shares of the Company in which Mr. WANG Yong is deemed to be interested.

(5) On 12 December 2018, 1,398,000,000 shares of the Company was held by way of security by Haitong International Investment Solutions Limited.

(b) Other persons who are required to disclose their interests pursuant to Part XV of the SFO

Save as disclosed in the paragraph headed "Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations" and paragraph (a) above, as at 31 December 2019, no other person had interests or short positions in the shares or underlying shares of the Company which are recorded in the register required to be kept by the Company under section 336 of the SFO.

CONNECTED TRANSACTIONS

Details of the related party transactions are set out in note 36 to the financial statements.

Continuing Connected Transactions in 2019

Save as (i) the supply of steam under the Steam Supply Agreement dated 14 December 2016 entered into between the Xiwang Metal Science Company Limited ("**Xiwang Metal Science**") and Xiwang Sugar (the "**Steam Supply Agreement**"); (ii) supply of steel under the Steel Delivery Service Agreement and the supply of ore powder under the Ore Powder Delivery Service Agreement both dated 18 October 2018 entered into between Shandong Xiwang Logistics Company Limited ("**Xiwang Logistics**") and Xiwang Metal Science; (iii) the provision of financial services under the Financial Services Agreement dated 18 October 2018 entered into between the Company and Xiwang Group Finance Company Limited ("**Xiwang Finance Company**"); (iv) the provision of guarantee services under the Guarantee Agreement dated 10 November 2017 entered into between the Company and Xiwang Group Company Limited ("**Xiwang Group**"), respectively; (v) the provision of finance leasing services under the Sale and Leaseback Agreement dated 20 October 2016 entered into between Xiwang Metal Science and Xiwang Finance Leasing Company Limited ("**Xiwang Leasing**"); and (vi) the provision of heat energy and cooling energy services to Zouping Xiwang Power Company Limited ("**Xiwang Power**") under the Heat Energy Supply Agreement dated 4 October 2017 and Cooling Energy Supply Agreement dated 4 October 2017, which were conducted in compliance with the requirements on connected transactions under Chapter 14A of the Listing Rules, all such continuing connected transactions were exempt continuing connected transactions under Rule 14A.33 of the Listing Rules and were exempted from the reporting, annual review, announcement and independent shareholders' approval requirement under the Listing Rules.

(1) Sale of Steam to Xiwang Sugar

On 14 December 2016, Xiwang Metal Science and Xiwang Sugar entered into the steam supply agreement, which was effective from 1 January 2017 to 31 December 2019. It was agreed in the Steam Supply Agreement that if the coal price in the Zouping County market reaches RMB0.15 per kcal (tax-inclusive), the corresponding price for steam will be RMB125 per tonne (tax-inclusive). With the aforesaid standard as basis, the price for steam would be adjusted upward or downward by RMB5 per tonne (tax-inclusive) accordingly for the corresponding increase or decrease of each RMB0.01 per kcal (tax-inclusive) of the coal price.

Xiwang Group is the controlling shareholder of the Company and Zouping Power Branch is a branch company of Xiwang Group. Therefore, both Xiwang Group and Zouping Power Branch are connected persons of the Company and the transactions contemplated under the Zouping Steam Supply Agreement constitute continuing connected transactions of the Company under the Listing Rules. Steam is a by-product generated during the Group's production of special steel, while the Group only make use of a small amount of steam in its production process. By entering into the Zouping Steam Supply Agreement, the Group can generate additional income from the sale of steam unused while saving the cost in its construction of steam pipeline.

Pursuant to the Steam Supply Agreement, it was expected that the maximum aggregate annual transaction amounts for each of the three years ending 31 December 2019 would be RMB60,000,000. For the year ended 31 December 2019, the actual aggregate annual transaction amount incurred was approximately RMB31,485,000. During the term of the agreement, the transaction amount did not exceed the annual caps as set out in the agreement. For details of the transaction, please refer to the announcement of the Company dated 14 December 2016.

The Steam Supply Agreement expired on 31 December 2019. In order to continue the supply of steam to Xiwang Group after the expiry of the Steam Supply Agreement, Xiwang Metal Science and Zouping Power Branch entered into the a steam supply agreement (the "**Zouping Steam Supply Agreement**") for the supply of steam for a period of three year commencing on 1 January 2020 and ending on 31 December 2022. The major terms of the Zouping Steam Supply Agreement are substantially the same as those contained in the Zouping Steam Supply Agreement, except that Xiwang Sugar is substituted by Zouping Power Branch as a party to the Zouping Steam Supply Agreement. Pursuant to the Zouping Steam Supply Agreement, it was expected that the maximum aggregate annual transaction amounts for each of the three years ending 2020, 2021 and 2022 would be RMB30,000,000.

(2) Provision of Delivery Service and Leasing of Vehicles from Xiwang Logistics

On 18 October 2018, Xiwang Metal Science and Xiwang Logistics entered into the steel delivery service agreement (the "**Steel Delivery Service Agreement**") in relation to the provision of steel delivery services to Xiwang Metal Science, the ore powder delivery service agreement (the "**Ore Powder Delivery Service Agreement**") in relation to the provision of ore powder delivery services to Xiwang Metal Science, and the vehicle leasing agreement (the "**Vehicle Leasing Agreement**") in relation to the leasing of 42 vehicles (the "**Vehicles**") by Xiwang Logistics to Xiwang Metal Science, all of which were effective from 1 January 2019 and ending 31 December 2021 (both dates inclusive). Xiwang Metal Science is a wholly-owned subsidiary of the Company. Xiwang Investment is the controlling shareholder of the Company and is wholly owned by Xiwang Holdings Limited ("**Xiwang Holding**"). Xiwang Holdings is held as to 95% by Xiwang Hong Kong Company Limited ("**Xiwang Hong Kong**") and Xiwang Hong Kong is in turn wholly-owned by Xiwang Group. Xiwang Logistics is a wholly-owned subsidiary of Xiwang Group. Therefore, Xiwang Logistics is a connected person of the Company.

Steel Delivery Service Agreement and Ore Powder Delivery Service Agreement

On 18 October 2018, the Company entered into the Steel Delivery Service Agreement with Xiwang Logistics. The Steel Delivery Service Agreement has a term of three years commencing from 1 January 2019. Pursuant to the Steel Delivery Service Agreement, Xiwang Logistics agreed to provide delivery service to the Company for the delivery of the Group's steel to Shandong Province and other provinces in the PRC, during the term of the agreement. The consideration of delivery service shall be determined according to the weight of steel for each delivery with reference to prevailing market prices. Settlement shall be made by the Company after the receipt of the value-added tax invoice from Xiwang Logistics.

The annual caps in respect of the maximum aggregate annual transaction amounts under the Steel Delivery Service Agreement for each of the three years ending 31 December 2021 are RMB124 million, RMB143 million and RMB165 million, respectively. For the year ended 31 December 2019, the actual aggregate annual transaction amount incurred was approximately RMB18,064,000. During the term of the agreement, the transaction amount did not exceed the annual cap as set out in the agreement.

On 18 October 2018, the Company entered into the Ore Powder Delivery Service Agreement with Xiwang Logistics. The Ore Powder Delivery Service Agreement has a term of three years commencing from 1 January 2019. Pursuant to the Ore Powder Delivery Service Agreement, Xiwang Logistics agreed to provide delivery service to the Company for the delivery of ore powder from Shandong Province and other provinces in the PRC to the Company's location during the term of the agreement. The consideration of delivery service shall be determined according to the weight of ore powder for each delivery with reference to prevailing market prices. Settlement shall be made by the Company after the receipt of the value-added tax invoice from Xiwang Logistics.

The annual caps in respect of the maximum aggregate annual transaction amounts under the Ore Powder Delivery Service Agreement for each of the three years ending 31 December 2021 are RMB236 million, RMB273 million and RMB315 million, respectively. For the year ended 31 December 2019, the actual aggregate annual transaction amount incurred was approximately RMB81,744,000. During the term of the agreement, the transaction amount did not exceed the annual cap as set out in the agreement. For details of the New Steel Delivery Service Agreement and the Ore Powder Delivery Service Agreement and relevant approvals, please refer to the announcements and circular of the Company dated 18 October 2018, 7 December 2018 and 31 December 2018.

(3) Provision of Financial Services from Xiwang Finance Company

On 18 October 2018, the Company and Xiwang Finance Company entered into the financial services agreement (the "**Financial Services Agreement**") in relation to the provision of deposit services, loan services, bill discounting services and other financial services, which was effective from 1 January 2019 to 31 December 2021. Xiwang Group is the ultimate holding company of the Company. Xiwang Finance Company is a subsidiary of Xiwang Group and is owned as to 5% by the Company. As such, Xiwang Finance Company is a connected person of the Company under the Listing Rules. Pursuant to the Financial Services Agreement, Xiwang Finance Company agreed to provide the Company and its certain subsidiaries with deposit services, loan services, bill discounting services and other financial services. It was agreed that the interest rates for deposit, loan and bill discounting services and service fees for other financial services charged by/offered by Xiwang Finance Company should not be less favourable than the interest rates and services fees charged by/offered by other independent commercial banks for comparable services. By entering into the Financial Services Agreement, the Company could, inter alia, have the benefit to centralise its control and management over the financial resources of the Company, improve the utilisation and efficiency of fund usage and mitigate its operating risks. It can also accelerate the turnover of funds and reduce transaction costs and expenses, thereby enhancing the amount and efficiency of fund utilisation.

Financial Services Agreement

On 18 October 2018, the Company entered into the Financial Services Agreement with Xiwang Finance Company. The Financial Services Agreement has a term of three years commencing from 1 January 2019. Pursuant to the Financial Services Agreement, Xiwang Finance Company would provide the Company and the qualified subsidiaries with deposit services, loan services, bill discounting services, bill acceptance services and other financial services subject to the terms and conditions provided therein. On 18 October 2018, Xiwang Group Company also executed a guarantee (the "**Guarantee**") in favour of the Company to secure the performance of obligations of Xiwang Finance Company under the Financial Services Agreement. The Guarantee became effective from the date on which the Financial Services Agreement became effective. No fees were charged by Xiwang Group Company for the provision of such guarantee.

The proposed annual caps in respect of the maximum daily deposit balance (including any interest accrued therefrom) with Xiwang Finance Company are RMB2,100 million, RMB2,300 million and RMB2,500 million for each of the three years ending 31 December 2021, respectively. The proposed annual caps in respect of the amount of bill discounting provided by Xiwang Finance Company are RMB5,500 million, RMB6,000 million and RMB6,600 million for each of the three years ending 31 December 2021, respectively. The proposed annual caps in respect of the amount of bill acceptance provided by Xiwang Finance Company are RMB5,500 million, RMB6,000 million and RMB6,600 million for each of the three years ending 31 December 2021, respectively. Similarly, the loan services to be provided by Xiwang Finance Company under the Financial Services Agreement would be on normal commercial terms similar to or even more favourable than those offered by other major commercial banks in the PRC, and that no security over the assets of the Company would be granted in respect of the loan services. Other financial services provided under the Financial Services Agreement would be on normal commercial terms and on terms similar to or even more favourable than those offered by other independent commercial banks in the PRC. As of 31 December 2019, the maximum daily deposit balance (including any interest accrued therefrom) was approximately RMB1,330,710,000, the actual aggregate annual transaction amount of bill discounting was approximately RMB300,630,000, the actual aggregate annual transaction amount of bill acceptance was approximately RMB715,000,000 and the maximum loan amounts (including any accrued interest) was approximately RMB38,006,744. During the term of the agreement, the transaction amounts did not exceed the annual caps as set out in the agreement, and the fees payable by the Company to Xiwang Finance Company for the provision of other financial services under the Financial Services Agreement did not exceed the de-minims threshold as stipulated under Chapter 14A of the Listing Rules. For details of the Financial Services Agreement and relevant approval, please refer to the announcements and circulars of the Company dated 18 October 2018, 7 December 2018 and 31 December 2018.

(4) Provision of Guarantee Service to Xiwang Group

On 10 November 2017, the Group and Xiwang Group entered into the guarantee agreement (the "**Guarantee Agreement**") in relation to the provision of guarantee services, which was effective from 1 January 2018 to 31 December 2020. Xiwang Group is the ultimate holding company of the Company. Therefore, Xiwang Group is a connected person of the Company under the Listing Rules.

Pursuant to the Guarantee Agreement, the Group agreed to provide the Xiwang Group and its certain subsidiaries with guarantee services that the Group undertakes to guarantee and bear all obligations and liabilities of Xiwang Group and its certain subsidiaries provided under loan agreements to be entered between the lenders and Xiwang Group and/or its certain subsidiaries subject to the terms of the specific guarantee agreements to be entered between the lenders and the Group. It was agreed that no guarantee fees should be paid by Xiwang Group to the Group for the provision of guarantee services, and any loan to be repaid by the Group for Xiwang Group and its certain subsidiaries pursuant to the Guarantee Agreement should be offset by the loans payable by the Group to Xiwang Group, or as other amounts payable by the Group to Xiwang Group or its certain subsidiaries. As the Group has obtained a large amount of interest-free loan from Xiwang Group for business operation, entering into the Guarantee Agreement would enhance the financing capacity of Xiwang Group, which in turn promotes Xiwang Group to provide more financial supports to the Group in the form of loans or financing guarantee.

It was agreed under the Guarantee Agreement that the guarantee amount provided by the Group to Xiwang Group under the Guarantee Agreement shall not exceed the aggregate outstanding amount due from the Group to Xiwang Group and shall be subject to the caps in respect of the maximum guarantee amount for each of the three years ending 31 December 2020 would be RMB5 billion, RMB5 billion and RMB5 billion, respectively. As of 31 December 2019, the maximum guarantee amount was approximately RMB4,446,542,000. During the term of the agreement, the transaction amount did not exceed the annual cap as set out in the agreement. For details of the transaction, please refer to the announcements of the Company dated 10 November 2017 and dated 9 January 2018 and the circular of the Company dated 19 December 2017.

(5) Provision of Finance Leasing Services from Xiwang Leasing

On 20 October 2016, Xiwang Metal Science and Xiwang Leasing entered into a sale and leaseback agreement (the "**Sale and Leaseback Agreement**") in relation to the provision of finance leasing services, which became effective on the date when the respective finance amount was paid by Xiwang Leasing to Xiwang Metal Science and will expire on 30 November 2021. Xiwang Group is the ultimate holding company of the Company. Xiwang Leasing is a subsidiary of Xiwang Group. Therefore, Xiwang Leasing is a connected person of the Company under the Listing Rules. Pursuant to the Sale and Leaseback Agreement, Xiwang Leasing agreed to provide Xiwang Metal Science with finance leasing services in relation to certain machinery equipment. For the purpose of obtaining finance by adopting the sale and leaseback model, Xiwang Metal Science should sell to Xiwang Leasing its machinery equipment which should be leased back for use by Xiwang Metal Science.

It was agreed that the leasing fee was the sum of the quarterly repayment of the principal amount and the interest calculated at 5.9% per annum accrued under the respective finance leasing transaction. Upon expiry of the lease term, Xiwang Metal Science should repurchase the leased assets in accordance with the terms of the Sale and Leaseback Agreement. By entering into the Sale and Leaseback Agreement, the Company would be able to source funds from the sale of certain machinery equipment to Xiwang Leasing and to use the sale proceeds to repay by instalments the loans granted by Xiwang Group to the Group. By doing so, the Company would be able to (i) broaden and stabilise the financing channels, as the Company may not be unable to obtain refinance from other financial institution for the reason that the leased assets may not be easily regarded as acceptable security; and (ii) lower the finance cost. Also, the Company would be able to vitalise the inventory of fixed assets, and improve the asset utilization efficiency ratio of the Company.

It was agreed that the caps in respect of the maximum finance amount to Xiwang Leasing for each of the six years ending 30 November 2021 would be RMB0.51 billion, RMB1.6 billion, RMB2.7 billion, RMB3.2 billion, RMB3.2 billion and RMB1.6 billion, respectively. As of 31 December 2019, the maximum finance amount was Nil. During the term of the agreement, the transaction amount did not exceed the annual cap as set out in the agreement. For details of the transaction, please refer to the announcement of the Company dated 20 October 2016 and the circular of the Company dated 24 November 2016.

(6) Provision of Heat Energy and Cooling Energy Services to Xiwang Power

On 4 October 2017, Xiwang Metal Science entered into: (a) a heat energy supply agreement with Xiwang Power, pursuant to which, the Company shall supply heat energy to Xiwang Power for a period commencing from 4 October 2017 and ending on 3 October 2020 (the "**Heat Energy Supply Agreement**"); and (b) a cooling energy supply agreement with Xiwang Power, pursuant to which, the Company shall supply cooling energy to Xiwang Power for a period commencing from 1 January 2018 and ending on 31 December 2020 (the "**Cooling Energy Supply Agreement**"). Xiwang Group is the ultimate holding company of the Company, Xiwang Metal Science is a wholly-owned subsidiary of the Company, and Xiwang Power is a wholly-owned subsidiary of Xiwang Group. As such, Xiwang Power is a connected person of the Company.

Pursuant to the Heat Energy Supply Agreement, it was agreed that the consideration for the heat energy supply is calculated based on the volume of heat energy supplied by Xiwang Metal Science to Xiwang Power at a rate of RMB20 (tax inclusive) per gigajoule to be payable on a monthly basis in arrears by the tenth calendar day of the next month. The price for the heat energy supply is determined by reference to two sets of terms offered by independent third parties which engage in the supply of heat energy. Pursuant to the Cooling Energy Supply Agreement, it was agreed that the consideration for the cooling energy supply is calculated based on the volume of cooling energy supplied by Xiwang Metal Science to Xiwang Power at a rate of RMB55 (tax inclusive) per gigajoule to be payable on a monthly basis in arrears by the tenth calendar day of the next month. The price for the cooling energy supply is determined by reference to two sets of terms offered by independent third parties which engage in the supply of cooling energy.

Under the Heat Energy Supply Agreement, it was expected that the maximum aggregate annual transaction amounts were as follows: 4 October 2017 to 31 December 2017: RMB3,604,000; 1 January 2018 to 31 December 2018: RMB10,571,000; 1 January 2019 to 31 December 2019: RMB11,628,000; 1 January 2020 to 3 October 2020: RMB7,994,000. Under the Cooling Energy Supply Agreement, it was expected that the maximum aggregate annual transaction amounts would be as follows: 1 January 2018 to 31 December 2018: RMB7,432,000; 1 January 2019 to 31 December 2019: RMB8,993,000; 1 January 2020 to 31 December 2020: RMB10,881,000. As of the year ended 31 December 2019, the actual aggregate annual transaction amounts incurred under the Heat Energy Supply Agreement and the Cooling Energy Supply Agreement were approximately RMB1,097,075 and nil, respectively. During the term of the agreement, the transaction amount did not exceed the annual cap as set out in the agreement.

During the term of the agreements, the respective transaction amounts did not exceed the annual caps as set out in the agreements.

For details of the transaction, please refer to the announcement of the Company dated 4 October 2017.

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors of the Company have reviewed the above continuing connected transactions and are of the opinion that the above continuing connected transactions have been (i) carried out in the usual and ordinary course of business of the Group; (ii) conducted on normal commercial terms; and (iii) entered into in accordance with the terms of the agreement which are fair and reasonable and in the interests of the Company's shareholders as a whole. The Company has followed the pricing policies and guidelines when determining the price and terms of the above transactions conducted during the year (please refer to the announcements relating to the respective transactions for details). The Company's external auditor was engaged to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised)"Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. For the purpose of Rule 14A.56 of the Listing Rules, the auditor of the Company, has provided a letter to the Board confirming that nothing has come to their attention to cause them to believe that the continuing connected transactions:

(i) have not been approved by the Board;

(ii) were not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve provision of services by the Group;

(iii) were not entered into, in all material respects, in accordance with the agreements governing the transactions; and

(iv) have exceeded the cap.

A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

CORPORATE GOVERNANCE

A report on the principal corporate governance practices adopted by the Company is set out on pages 14 to 24 of this annual report.

AUDIT COMMITTEE

The audit committee of the Company (the "**Audit Committee**") was comprised of three Directors, namely, Mr. LEUNG Shu Sun Sunny, Mr. LI Bangguang and Mr. YU Kou who are independent non-executive Directors. Mr. LEUNG Shu Sun Sunny serves as the chairman of the Audit Committee. The major duties of the Audit Committee under its written terms of reference include monitoring the integrity of the financial statements and reports, overseeing the independence and performance of the external auditor of the Company, reviewing the Group's financial reporting system and internal control procedures. The Audit Committee has reviewed with the management the accounting policies and practices adopted by the Group and discussed with the management internal control and financial reporting matters of the Company, including the review of the Group's audited consolidated financial results for the Year.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is available to the Company and as far as the Directors are aware, the Company has maintained a sufficient public float as required under the Listing Rules as at the date of this annual report.

AUDITOR

The financial statements for the Year have been audited by Ernst & Young. A resolution will be proposed at the forthcoming AGM of the Company to re-appoint Ernst & Young as auditor of the Company.

On behalf of the Board

WANG Di
Chairman

Hong Kong, 9 June 2020

Independent Auditor's Report

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To the members of Xiwang Special Steel Company Limited
(Incorporated in Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of Xiwang Special Steel Company Limited (the "**Company**") and its subsidiaries (the "**Group**") set out on pages 55 to 149, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "**Code**"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2.1 in the consolidated financial statements, which indicates that as of 31 December 2019, the Group's current liabilities exceeded its current assets by approximately RMB4,137.2 million. As stated in note 2.1, these conditions, along with other matters as set forth in note 2.1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

KEY AUDIT MATTERS (Continued)

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Inventory provisions	
The Group had inventories and provisions of RMB363,834,000 and RMB17,096,000 as at 31 December 2019 respectively, which represented a significant balance. Significant management judgement was required to assess whether the carrying amount of these inventories was higher than the net realisable value. Judgements were also required in determining the damaged, slow-moving and obsolete inventories as they were based on forecasted inventory usage or sales. The relevant disclosures are contained in note 2.4, 3 and 17 to the financial statements.	We understood management's process of identifying the damaged, slow-moving and obsolete inventories and calculating the provisions. We assessed the provisions by comparing the ageing of inventories and the subsequent usage and sales of inventories. We recalculated the net realisable value of inventories to verify the adequacy of provisions. We also observed the status of inventories in stock-take to inspect obsolete and damaged inventories.

KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the key audit matter
Transactions with related parties and disclosure	
We identified the accuracy and completeness of disclosure of related party transactions as set out in respective notes to the consolidated financial statements as a key audit matter due to the high volume of transactions with related parties, both trade and non-trade, during the year ended 31 December 2019. It is also essential to disclose all these transactions properly in accordance with the requirements of relevant accounting standards and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The disclosures related to the related party transactions are disclosed in note 2.4 and 36 to the financial statements.	We evaluated the appropriateness of management’s process for identifying related parties and for recording related party transactions, then tested the corresponding internal control procedures. We verified material related party relationship through statutory company and other searches. We read contracts and agreements with related parties to understand the nature of the transactions. We compared actual results against detailed expectations of income statement line items impacted by related party transactions to corroborate that there was no evidence of manipulation. Throughout the performance of our audit procedures, we remained alert for any related party transactions outside the normal course of business. We also assessed the appropriateness of disclosures in relation to the related party transactions.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor’s report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is M. L. Chau.

Ernst & Young
Certified Public Accountants
Hong Kong
9 June 2020

Consolidated Statement of Profit or Loss

	Notes	2019 RMB'000	2018 RMB'000
REVENUE	5	**11,170,040**	11,917,535
Cost of sales		**(10,464,603)**	(9,950,680)
Gross profit		**705,437**	1,966,855
Other income and gains	5	**89,790**	132,846
Selling and distribution expenses		**(9,802)**	(12,821)
Administrative expenses		**(85,233)**	(125,538)
Impairment losses on financial assets, net		**(401)**	(298)
Other expenses		**(43,040)**	(79,532)
Research and development costs		**(301,060)**	(362,735)
Finance costs	7	**(322,672)**	(356,570)
PROFIT BEFORE TAX	6	**33,019**	1,162,207
Income tax expense	10	**(13,230)**	(200,657)
PROFIT FOR THE YEAR		**19,789**	961,550
Profit attributable to owners of the parent		**19,789**	961,550
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	12		
Basic		**RMB0.87 cents**	RMB42.72 cents
Diluted		**Not Applicable**	RMB39.22 cents

Consolidated Statement of Comprehensive Income

	2019 RMB'000	2018 RMB'000
PROFIT FOR THE YEAR	**19,789**	961,550
OTHER COMPREHENSIVE INCOME/(LOSS)		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences:		
Exchange differences on translation of foreign operations	**2,790**	16,532
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:		
Equity investments designated at fair value through other comprehensive income:		
Changes in fair value	**(4,311)**	(24,213)
Income tax effect	**647**	1,861
	(3,664)	(22,352)
Other comprehensive income/(loss) that maybe reclassified to profit or loss in subsequent periods:		
Debt investments at fair value through other comprehensive income:		
Changes in fair value	**(5,811)**	–
Income tax effect	**848**	–
	(4,963)	–
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	**(5,837)**	(5,820)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR/ ATTRIBUTABLE TO OWNERS OF THE PARENT	**13,952**	955,730

Consolidated Statement of Financial Position

	Notes	31 December 2019 RMB'000	31 December 2018 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	**9,920,510**	10,164,532
Right-of-use assets	14	**92,655**	–
Prepaid land lease payments	14	**–**	91,841
Prepayments for long term assets	19	**284,648**	231,545
Other intangible assets	15	**76,059**	87,829
Equity investment designated at fair value through other comprehensive income	16	**83,282**	87,593
Deferred tax assets	26	**14,801**	16,781
Total non-current assets		**10,471,955**	10,680,121
CURRENT ASSETS			
Inventories	17	**346,738**	820,320
Trade and bills receivables	18	**536,932**	345,271
Prepayments, other receivables and other assets	19	**994,195**	678,494
Pledged deposits	20	**901,498**	937,100
Cash and cash equivalents	20	**193,849**	935,676
Total current assets		**2,973,212**	3,716,861
CURRENT LIABILITIES			
Trade and bills payables	21	**1,522,933**	1,479,522
Other payables and accruals	22	**768,124**	909,102
Contract liabilities	22	**1,179,761**	683,384
Dividend payables		**290,369**	–
Lease liabilities	14	**736**	–
Derivative financial instruments	24	**–**	22,696
Interest-bearing bank and other borrowings	23	**3,318,930**	4,342,329
Borrowing from the ultimate holding company	36(d)(ii)	**1,594**	–
Convertible bonds	25	**–**	187,077
Income tax payable		**27,964**	92,498
Total current liabilities		**7,110,411**	7,716,608
NET CURRENT LIABILITIES		**(4,137,199)**	(3,999,747)
TOTAL ASSETS LESS CURRENT LIABILITIES		**6,334,756**	6,680,374

	Notes	31 December 2019 RMB'000	31 December 2018 RMB'000
TOTAL ASSETS LESS CURRENT LIABILITIES		**6,334,756**	6,680,374
NON-CURRENT LIABILITIES			
Interest-bearing bank and other borrowings	23	**418,974**	489,081
Lease liabilities	14	**90**	–
Deferred tax liabilities	26	**33,542**	33,111
Other long term payable	27	**161,000**	161,000
Total non-current liabilities		**613,606**	683,192
Net assets		**5,721,150**	5,997,182
EQUITY			
Equity attributable to owners of the parent			
Share capital	28	**1,369,681**	1,287,602
Reserves	30	**4,351,469**	4,709,580
Total equity		**5,721,150**	5,997,182

Wang Di
Director

Sun Xinhu
Director

Consolidated Statement of Changes in Equity

	Attributable to owners of the parent									
	Share capital RMB'000 (note 28)	Contributed surplus RMB'000	Other reserve RMB'000 (note 30(c))	Fair value reserve RMB'000	Statutory surplus reserve RMB'000 (note 30(a))	Share option reserve RMB'000 (note 29)	Special reserve RMB'000 (note 30(b))	Exchange fluctuation reserve RMB'000	Retained profits RMB'000	Total equity RMB'000
At 1 January 2018	1,091,561	78,938	137,669	11,806	575,520	2,319	165,036	(9,656)	3,104,092	5,157,285
Profit for the year	–	–	–	–	–	–	–	–	961,550	961,550
Other comprehensive income for the year:										
Change in fair value of equity investments at fair value through other comprehensive income, net of tax	–	–	–	(22,352)	–	–	–	–	–	(22,352)
Exchange differences on translation of foreign operations	–	–	–	–	–	–	–	16,532	–	16,532
Total comprehensive income for the year	–	–	–	(22,352)	–	–	–	16,532	961,550	955,730
Profit appropriated to reserves	–	–	–	–	102,172	–	36,450	–	(138,622)	–
Utilised special reserve	–	–	–	–	–	–	(36,609)	–	36,609	–
Final 2017 dividend declared	–	–	–	–	–	–	–	–	(310,715)	(310,715)
Share options exercised	6,249	–	–	–	–	(1,497)	–	–	–	4,752
Issue of shares	194,582	–	–	–	–	–	–	–	–	194,582
Share issue expenses	(4,790)	–	–	–	–	–	–	–	–	(4,790)
Equity-settled share option expenses	–	–	–	–	–	338	–	–	–	338
At 31 December 2018	1,287,602	78,938*	137,669*	(10,546)*	677,692*	1,160*	164,877*	6,876*	3,652,914*	5,997,182
At 1 January 2019	**1,287,602**	**78,938**	**137,669**	**(10,546)**	**677,692**	**1,160**	**164,877**	**6,876**	**3,652,914**	**5,997,182**
Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**19,789**	**19,789**
Other comprehensive income for the year:										
Change in fair value of equity investments at fair value through other comprehensive income, net of tax	**–**	**–**	**–**	**(3,664)**	**–**	**–**	**–**	**–**	**–**	**(3,664)**
Changes in fair value of debt investments at fair value through other comprehensive income, net of tax	**–**	**–**	**–**	**(4,963)**	**–**	**–**	**–**	**–**	**–**	**(4,963)**
Exchange differences on translation of foreign operations	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**2,790**	**–**	**2,790**
Total comprehensive income for the year	**–**	**–**	**–**	**(8,627)**	**–**	**–**	**–**	**2,790**	**19,789**	**13,952**
Profit appropriated to reserves	**–**	**–**	**–**	**–**	**5,267**	**–**	**37,161**	**–**	**(42,428)**	**–**
Utilised special reserve	**–**	**–**	**–**	**–**	**–**	**–**	**(37,939)**	**–**	**37,939**	**–**
Final 2018 dividend declared	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(290,369)**	**(290,369)**
Share options exercised	**494**	**–**	**–**	**–**	**–**	**(121)**	**–**	**–**	**–**	**373**
Issue of shares from other reserve	**81,585**	**–**	**(81,585)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Equity-settled share option expenses	**–**	**–**	**–**	**–**	**–**	**12**	**–**	**–**	**–**	**12**
At 31 December 2019	**1,369,681**	**78,938***	**56,084***	**(19,173)***	**682,959***	**1,051***	**164,099***	**9,666***	**3,377,845***	**5,721,150**

* These reserve accounts comprise the consolidated reserves of RMB4,351,469,000 (2018: RMB4,709,580,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows

	Notes	2019 RMB'000	2018 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**33,019**	1,162,207
Adjustments for:			
Subsidy income	5	**(43,124)**	(99,075)
Interest income	5	**(19,905)**	(8,157)
Fair value gains on derivative financial instruments	5	**–**	(998)
Fair value gains on embedded derivatives component of convertible bonds	5	**(23,250)**	(22,603)
Depreciation	6	**431,433**	425,838
Depreciation of right-of-use assets/Recognition of prepaid land lease payments	6	**2,971**	2,221
Amortisation of other intangible assets	6	**12,821**	12,529
Equity-settled share option expenses	6	**12**	338
Exchange differences, net	6	**18,342**	45,239
Impairment of trade receivables and other receivables	6	**401**	298
(Write-back)/write-down of inventories to net realisable value	6	**(4,350)**	21,446
Losses on disposal of items of property, plant and equipment	6	**2,847**	19,884
Finance costs	7	**322,672**	356,570
		733,889	1,915,737
Decrease/(increase) in inventories		**479,185**	(43,896)
Increase in trade and bills receivables		**(197,008)**	(104,929)
Increase in prepayments, other receivables and other assets		**(328,530)**	(451,742)
Increase/(decrease) in trade and bills payables		**43,415**	(292,830)
Decrease in other payables and accruals		**(732,106)**	(298,387)
Increase in contract liabilities		**1,179,761**	683,384
Cash generated from operations		**1,178,606**	1,407,337
Interest received		**13,858**	9,469
Government grants received		**56,462**	61,502
PRC tax paid		**(73,798)**	(102,793)
Net cash flows from operating activities		**1,175,128**	1,375,515
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment		**(274,198)**	(372,782)
Receipt of government grants for property, plant and equipment		**–**	2,600
Decrease/(increase) in pledged time deposits		**35,602**	(423,271)
Net cash flows used in investing activities		**(238,596)**	(793,453)

	Note	2019 RMB'000	2018 RMB'000
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		**–**	189,792
New bank and other borrowings		**2,919,269**	3,816,654
New borrowings from the ultimate holding company		**2,784,721**	3,679,094
Repayments of borrowings to the ultimate holding company		**(2,783,127)**	(3,683,495)
Principal portion of lease payments		**(840)**	–
Repayment of bank and other borrowings		**(4,246,380)**	(3,153,836)
Proceeds from share options exercised		**371**	4,752
Dividend paid		**–**	(310,715)
Interest paid		**(344,026)**	(306,895)
Net cash flows (used in)/from financing activities		**(1,670,012)**	235,351
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		**(733,480)**	817,413
Cash and cash equivalents at beginning of year		**935,676**	125,644
Effect of foreign exchange rate changes, net		**(8,347)**	(7,381)
CASH AND CASH EQUIVALENTS AT END OF YEAR	20	**193,849**	935,676

1. CORPORATE AND GROUP INFORMATION

Xiwang Special Steel Company Limited (the "**Company**") is a limited company and was incorporated in Hong Kong on 6 August 2007. The Company's registered office is located at Unit 2110, 21/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong. The Company and its subsidiaries (collectively referred to as the "**Group**") are principally engaged in the production and sale of steel products in the People's Republic of China ("**PRC**").

In the opinion of the directors, the immediate holding company of the Company is Xiwang Investment Limited Company ("**Xiwang Investment**")（西王投資有限公司）, which is wholly owned by Xiwang Holdings Limited（西王控股有限公司）. During the year ended 31 December 2019, the ultimate holding company of the Company was Xiwang Group Company Limited ("**Xiwang Group**")（西王集團有限公司）, which is incorporated in Zouping, Mainland China.

Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

Company name	Notes	Place and date of incorporation/ registration and place of business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct %	Indirect %	Principal activities
Win Goal Trading Limited		Hong Kong 9 November 2012	USD28,500,000	100	–	Trading of commodities
Win Cheoung International Industries Limited		Hong Kong 5 December 2018	HKD10,000	100	–	Trading of commodities
Xiwang International Trade (Qingdao) Company Limited（西王國際貿易（青島）有限公司）	(i)	PRC/Mainland China 24 June 2013	USD16,380,000	100	–	Trading of commodities
Xiwang Special Steel Trading Company Limited（西王特鋼經貿有限公司）	(i)	PRC/Mainland China 18 May 2018	RMB100,000,000	–	100	Trading of commodities
Xiwang Special Steel Company Limited, formerly known as Shandong Xiwang Steel Company Limited（西王特鋼有限公司，原名：山東西王鋼鐵有限公司）	(i) & (iii)	PRC/Mainland China 31 December 2003	RMB698,622,000	–	100	Production and sale of steel products

1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

Company name	Notes	Place and date of incorporation/ registration and place of business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct %	Indirect %	Principal activities
Xiwang Metal Science & Technology Company Limited, formerly known as Shandong Xiwang Special Steel Company Limited ("**Xiwang Metal Science & Technology**") (西王金屬科技有限公司,原名:山東西王特鋼有限公司)	(i) & (iv)	PRC/Mainland China 29 December 2007	USD111,800,000	100	–	Production and sale of steel products
Shandong Xiwang Recycling Resources Company Limited (山東西王再生資源有限公司)	(i) & (ii)	PRC/Mainland China 7 May 2009	RMB677,359,000	–	100	Purchase and sale of steel scrap
Xiwang Special Steel International Trade (Binzhou) Company Limited (西王特鋼國際貿易(濱州)有限公司)	(i)	PRC/Mainland China 5 July 2019	RMB100,000,000	100	–	Trading of commodities

(i) Companies registered as limited liability companies under PRC law.

(ii) As at 31 December 2019, 60% equity interests of the subsidiary, Shandong Xiwang Recycling Resources Company Limited, have been pledged for the Group's other borrowings of RMB382,000,000 (note 23).

(iii) As at 31 December 2019, 88.48% equity interests of the subsidiary, Xiwang Special Steel Company Limited, have been pledged for other borrowings of fellow subsidiaries of RMB600,000,000 (note 36).

(iv) As at 31 December 2019, 100% equity interests of the subsidiary, Xiwang Metal Science & Technology, have been pledged for other borrowings of the ultimate holding company of RMB1,400,000,000 (note 36).

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for derivative financial instruments, bills receivable and equity investments which have been measured at fair value. These financial statements are presented in Renminbi ("**RMB**") and all values are rounded to the nearest thousand except when otherwise indicated.

Going concern

During the year ended 31 December 2019, there was drastic drop in the Group's operating performance which was resulted from unfavorable fluctuation of iron commodity prices and the concern whether the Group would stay solvent upon default of its debt repayments by Xiwang Group. As at 31 December 2019, the Group had net current liabilities of RMB4,137.2 million (2018: RMB3,999.7 million).

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability as a going concern, in particular the ability to discharge its liabilities due within the twelve months period ending 31 December 2020 in the normal course of business. In such circumstance, the Directors have taken the below measures in order to improve the Group's short-term liquidity and cash flows in order for the Group to sustain as a going concern:

- Upon the gradual recovery of economic situation in the Mainland after few months' of combating coronavirus pandemic, management has benchmarked to latest price level in the steel product market, together with rigorous cost control measures over its production, to formulate a forecast which will generate enhanced positive operating cash flows.

- Subsequent to the reporting period and through the first week of June 2020, the Group has successfully renewed approximately RMB1,123.7million of interest-bearing bank and other borrowings for another twelve months covering up to after 2020, of which were included in the Group's current liabilities as at 31 December 2019.

- Subsequent to the reporting period, in May 2020, the Group has obtained a new one-year loan of RMB300 million from Xiwang Group Finance Company Limited, a related party.

- The Group is currently soliciting different source of funds, including additional banking facilities with PRC financial institutions and strategic institutional investor, to further support the Group's funding needs should the aforesaid 2020 operating cash inflows turned out to be less than forecasted.

The Directors have critically evaluated the practical realization of those measures that being not yet happened, together with the management of the Company. Taking into account their evaluation and other measures above, the Directors are of the opinion that the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due in foreseeable future. As such, they are of the opinion that it is appropriate to prepare the consolidated financial statements of the Company on a going concern basis.

2.1 BASIS OF PREPARATION (Continued)

Going concern (Continued)

Should the going concern assumption be inappropriate, adjustments may have to be made to write down the values of the assets to their recoverable amounts, to provide for any further liabilities that may arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

The Audit Committee of the board of Directors ("**the Board**") has confirmed that it has objectively and critically reviewed the measures stated above. The Audit Committee of the board and the Board have confidence in the Group's business plan as referred above is feasible and achievable.

Basis of consolidation

The consolidated financial statements include the financial statements of the Group and its subsidiaries (collectively referred to as the "**Group**") for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 9	*Prepayment Features with Negative Compensation*
HKFRS 16	*Leases*
Amendments to HKAS 19	*Plan Amendment, Curtailment or Settlement*
Amendments to HKAS 28	*Long-term Interests in Associates and Joint Ventures*
HK(IFRIC)-Int 23	*Uncertainty over Income Tax Treatments*
Annual Improvements to HKFRSs 2015-2017 Cycle	*Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23*

Except for the amendments to HKFRS 9 and HKAS 19, and Annual Improvements to HKFRSs 2015-2017 Cycle, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

(a) HKFRS 16 replaces HKAS 17 Leases, HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease, HK(SIC)-Int 15 Operating Leases – Incentives and HK(SIC)-Int 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. For a sublease arrangement, the classification of the sublease is made by reference to the right-of-use asset arising from the head lease, instead of by reference to the underlying asset. HKFRS 16 did not have any significant impact on leases where the Group is the lessor. The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of retained profits at 1 January 2019, and the comparative information for 2018 was not restated and continued to be reported under HKAS 17 and related interpretations.

New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) (Continued)

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for various items of property, machinery, motor vehicles and other equipment. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less ("**short-term leases**") (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

Impact on transition

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and included in interest-bearing bank and other borrowings. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position.

For the leasehold land and buildings (that were held to earn rental income and/or for capital appreciation) previously included in investment properties and measured at fair value, the Group has continued to include them as investment properties at 1 January 2019. They continue to be measured at fair value applying HKAS 40. The Group has used the following elective practical expedients when applying HKFRS 16 at 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application

- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) (Continued)

Financial impact at 1 January 2019

The impact arising from the adoption of HKFRS 16 at 1 January 2019 was as follows:

	Increase/ (decrease) RMB'000
Assets	
Increase in right-of-use assets	95,210
Decrease in prepaid land lease payments	(91,841)
Decrease in prepayments, other receivables and other assets	(2,221)
Increase in total assets	1,148
Liabilities	
Increase in lease liabilities	1,148
Increase in total liabilities	1,148
Movement in retained earnings	–

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 are as follows:

	RMB'000
Operating lease commitments as at 31 December 2018	**5,576**
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 December 2019	(4,340)
Commitments relating to leases of low-value assets	–
	1,236
Weighted average incremental borrowing rate as at 1 January 2019	7.5%
Discounted operating lease commitments as at 1 January 2019	1,148
Lease liabilities as at 1 January 2019	**1,148**

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group assessed its business model for its long-term interests in associates and joint ventures upon adoption of the amendments on 1 January 2019 and concluded that the long-term interests in associates and joint ventures continued to be measured at amortised cost in accordance with HKFRS 9. Accordingly, the amendments did not have any impact on the financial position or performance of the Group. HKFRS 9 *Financial Instruments* replaces HKAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

(c) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as "**uncertain tax positions**"). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. Based on the Group's tax compliance and transfer pricing study, the Group determined that it is probable that its transfer pricing policy will be accepted by the tax authorities. Accordingly, the interpretation did not have any impact on the financial position or performance of the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	*Definition of a Business*[1]
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	*Interest Rate Benchmark Reform*[1]
Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
HKFRS 17	*Insurance Contracts*[2]
Amendments to HKAS 1 and HKAS 8	*Definition of Material*[1]

1 Effective for annual periods beginning on or after 1 January 2020
2 Effective for annual periods beginning on or after 1 January 2021
3 No mandatory effective date yet determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is described below:

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments are effective for annual periods beginning on or after 1 January 2020. Early application is permitted. The amendments are not expected to have any significant impact on the Group’s financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its derivative financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3: based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill and certain financial assets is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	2.5% – 3.3%
Machinery and equipment	5% – 6.6%
Motor vehicles	20%
Office equipment and fixtures	20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings, machinery and equipment under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intellectual properties

Purchased patents and licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 years.

Software

Software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 10 years.

Research and development costs

All research and developments costs are charged to the statement of profit or loss as incurred.

Leases (applicable from 1 January 2019)

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land Buildings

Leasehold lands	50 years
Buildings	21 months – 2 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (applicable from 1 January 2019) (Continued)

Group as a lessee (Continued)

(b) *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are separately disclosed on the consolidated statement of financial position.

(c) *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, are accounted for as finance leases.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (applicable before 1 January 2019)

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the commencement date, the cost of the leased asset is capitalised at the present value of the lease payments. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the consolidated statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement (Continued)

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

– the rights to receive cash flows from the asset have expired; or

– the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("**ECLs**") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than one year past due.

The Group considers a financial asset in default when contractual payments are six months past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and other receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables, other payables, derivative financial instruments, Normal to the immediate holding company, amounts due to fellow subsidiaries, an amount due to the ultimate holding company and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Convertible bonds

If the conversion option of convertible bonds exhibits characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative component of the convertible bonds is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible bonds based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Sale of industrial products

Revenue from the sale of industrial products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the industrial products.

Other income

Rental income is recognised on a time proportion basis over the lease terms.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

(a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.

(b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.

(c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognised. Other contract costs are expensed as incurred.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("**equity-settled transactions**").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 29 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

Other employee benefits

Pension scheme

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute to the central pension scheme which are based on a certain percentage of the total salary of these employees. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Mandatory Provident Fund

The Company's subsidiaries incorporated in Hong Kong operate a defined contribution Mandatory Provident Fund retirement benefit scheme (the "**MPF Scheme**") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The employer contributions vest fully with the employees when contributed into the MPF Scheme except for the employer voluntary contributions, which are refunded to the Company's subsidiaries which are incorporated in Hong Kong when an employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate ranging between 7.5% and 9.2% has been applied to the expenditure on the individual assets.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Foreign currencies

These financial statements are presented in RMB, which is the Group's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currency of the Company is the Hong Kong dollar ("**HKD**"). The functional currency of the Company's subsidiaries in Mainland China is RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve.

For the purpose of the consolidated statement of cash flows, the cash flows of the Company and overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the Company and overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Derecognition of financial assets

Where the Group has transferred the right to receive cash flows arising from an asset but has not transferred or has retained substantially all risks and rewards associated with such asset, or has not transferred the controlling right of such asset, such asset shall be recognised and accounted for so long as the Group continues to be involved in such asset. If the Group has not transferred or has retained substantially all risks and rewards associated with the asset or transferred the controlling right in the asset, the exercise of significant judgement is often required, and estimations need to be made as to the extent of the Group's continued involvement in the asset.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Write-down of inventories to net realisable value

A write-down of inventories to net realisable value is made based on the estimated net realisable value of the inventories. The assessment of the required write-down involves management's judgement and estimates on market conditions. Where the actual outcome or expectation in future is different from the original estimate, the differences will have an impact on the carrying amounts of inventories and the write-down/write-back of inventories in the period in which the estimate has been changed.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Useful lives and residual values of property, plant and equipment

In determining the useful life and residual value of an item of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from changes in the market demand for the product or service output of the asset, the expected usage of the asset, the expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from the previous estimation. Useful lives and residual values are reviewed, at each financial year end date based on changes in circumstances.

Recognition of the deferred tax liability for withholding taxes arising from the distributions of dividends

Deferred tax liabilities recognised for withholding taxes from the distribution of dividends from the subsidiaries in Mainland China according to the relevant tax jurisdictions are subject to estimation on the likely dividends declared in foreseeable future and the judgement on the applicable rate based on the tax treaty between Mainland China and the jurisdiction of the foreign investors.

Fair value of unlisted equity investments

The unlisted equity investments have been valued based on a market-based valuation technique as detailed in note 16 to the financial statements. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair value of these investments as Level 3. The fair value of the unlisted equity investments at 31 December 2019 was RMB83,282,000 (2018: RMB87,593,000). Further details are included in note 16 to the financial statements.

Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

Fair value of financial instruments determined using valuation techniques

Fair value of financial instruments, in the absence of an active market, is estimated by using appropriate valuation techniques. Such valuations were based on certain assumptions about credit risk, volatility and liquidity risks, associated with the instruments, which are subject to uncertainty and might materially differ from the actual results. Further details are included in note 38 to the financial statements.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and has four reportable operating segments as follows:

(a) the ordinary steel segment, which engages in the production and sale of ordinary steel products;

(b) the special steel segment, which engages in the production and sale of special steel products;

(c) the trading of commodities segment, which mainly engages in the trading of commodities such as iron ore dust, pellets, steel billets and coke; and

(d) the by-products segment, which includes the sale of by-products such as steel slag, steam and electricity.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

The segment results and other segment items included in profit before tax for the reporting period are as follows:

	Ordinary steel RMB'000	Special steel RMB'000	Trading of commodities RMB'000	By-products RMB'000	Consolidated RMB'000
Year ended 31 December 2019					
Segment revenue (note 5):					
Sales to external customers	6,756,132	1,762,540	2,057,638	593,730	11,170,040
Cost of sales	(6,071,902)	(1,801,568)	(2,034,245)	(556,888)	(10,464,603)
Gross profit	684,230	(39,028)	23,393	36,842	705,437
Reconciliation:					
Other income and gains					89,790
Selling and distribution expenses					(9,802)
Administrative expenses					(85,233)
Impairment loss on financial assets, net					(401)
Other expenses					(43,040)
Research and development costs					(301,060)
Finance costs (other than interest on lease liabilities)					(322,672)
Profit before tax					33,019

4. OPERATING SEGMENT INFORMATION (Continued)

	Ordinary steel RMB'000	Special steel RMB'000	Trading of commodities RMB'000	By-products RMB'000	Consolidated RMB'000
Year ended 31 December 2018					
Segment revenue (note 5):					
Sales to external customers	7,834,708	2,853,861	709,711	519,255	11,917,535
Cost of sales	(6,183,500)	(2,558,735)	(701,901)	(506,544)	(9,950,680)
Gross profit	1,651,208	295,126	7,810	12,711	1,966,855
Reconciliation:					
Other income and gains					132,846
Selling and distribution expenses					(12,821)
Administrative expenses					(125,538)
Research and development costs					(362,735)
Impairment loss on financial assets, net					(298)
Other expenses					(79,532)
Finance costs					(356,570)
Profit before tax					1,162,207

Geographical information

	2019 RMB'000	2018 RMB'000
Mainland China	**10,732,514**	11,834,921
Countries and regions other than Mainland China	**437,526**	82,614
	11,170,040	11,917,535

The revenue information above is based on the locations of the customers.

The principal assets and capital expenditure of the Group were located and incurred in Mainland China. Accordingly, no further geographical information is presented.

Information about major customers

For the years ended 31 December 2019 and 2018, no revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue.

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	2019 RMB'000	2018 RMB'000
Revenue from contracts with customers	**11,170,040**	11,917,535

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2019

Segments	Sale of ordinary steel RMB'000	Sale of special steel RMB'000	Trading of commodities RMB'000	Sale of by-products RMB'000	Total RMB'000
Type of goods					
Sale of industrial products	6,756,132	1,762,540	2,057,638	593,730	11,170,040
Geographical markets					
Mainland China	6,743,145	1,762,540	1,633,099	593,730	10,732,514
Countries and regions other than Mainland China	12,987	–	424,539	–	437,526
	6,756,132	1,762,540	2,057,638	593,730	11,170,040
Timing of revenue recognition					
Goods transferred at a point in time	6,756,132	1,762,540	2,057,638	593,730	11,170,040

5. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

For the year ended 31 December 2018

Segments	Sale of ordinary steel RMB'000	Sale of special steel RMB'000	Trading of commodities RMB'000	Sale of by-products RMB'000	Total RMB'000
Type of goods					
Sale of industrial products	7,834,708	2,853,861	709,711	519,255	11,917,535
Geographical markets					
Mainland China	7,796,441	2,809,514	709,711	519,255	11,834,921
Countries and regions other than Mainland China	38,267	44,347	–	–	82,614
	7,834,708	2,853,861	709,711	519,255	11,917,535
Timing of revenue recognition					
Goods transferred at a point in time	7,834,708	2,853,861	709,711	519,255	11,917,535

5. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

Set out below is the reconciliation of the revenue from contracts to the amounts disclosed in the segment information:

For the year ended 31 December 2019

Segments	**Sale of ordinary steel RMB'000**	**Sale of special steel RMB'000**	**Trading of commodities RMB'000**	**Sale of by-products RMB'000**	**Total RMB'000**
Revenue from contracts with customers					
External customers	**6,756,132**	**1,762,540**	**2,057,638**	**593,730**	**11,170,040**
Intersegment sales	**9,268,135**	**2,210,190**	**1,541,146**	**934,058**	**13,953,529**
	16,024,267	**3,972,730**	**3,598,784**	**1,527,788**	**25,123,569**
Intersegment adjustments and eliminations	**(9,268,135)**	**(2,210,190)**	**(1,541,146)**	**(934,058)**	**(13,953,529)**
Total revenue from contracts with customers	**6,756,132**	**1,762,540**	**2,057,638**	**593,730**	**11,170,040**

For the year ended 31 December 2018

Segments	Sale of ordinary steel RMB'000	Sale of special steel RMB'000	Trading of commodities RMB'000	Sale of by-products RMB'000	Total RMB'000
Revenue from contracts with customers					
External customers	7,834,708	2,853,861	709,711	519,255	11,917,535
Intersegment sales	10,890,013	3,269,286	2,820,417	1,630,124	18,609,840
	18,724,721	6,123,147	3,530,128	2,149,379	30,527,375
Intersegment adjustments and eliminations	(10,890,013)	(3,269,286)	(2,820,417)	(1,630,124)	(18,609,840)
Total revenue from contracts with customers	7,834,708	2,853,861	709,711	519,255	11,917,535

5. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2019 RMB'000	2018 RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sale of industrial products	**683,384**	418,956

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of industrial products

The performance obligation is satisfied upon delivery of the industrial products and payment in advance is generally required, except for certain long term customers which are granted credit terms by the Group.

	2019 RMB'000	2018 RMB'000
Other income		
Subsidy income	**43,124**	99,075
Bank interest income	**19,905**	8,157
Gross rental income	**304**	220
Others	**3,207**	1,793
Gains		
Fair value gains on derivative financial instruments	**–**	998
Fair value gains on embedded derivative component of convertible bonds	**23,250**	22,603
	89,790	132,846

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	Notes	**2019 RMB'000**	2018 RMB'000
Cost of inventories sold		**10,464,603**	9,950,680
Depreciation of property, plant and equipment	13	**431,433**	425,838
Depreciation of right-of-use assets (2018: amortisation of land lease payments)	14(a), 14(b)	**2,971**	2,221
Amortisation of other intangible assets	15	**12,821**	12,529
Research and development costs		**301,060**	362,735
Minimum lease payments under operating leases		**–**	4,021
Lease payments not included in the measurement of lease liabilities	14(d)	**5,783**	–
Auditor's remuneration		**1,900**	1,850
Employee benefit expense (including directors' remuneration):			
Wages and salaries		**234,686**	265,138
Pension scheme and MPF Scheme contributions*		**15,016**	21,473
Equity-settled share option expenses	29	**12**	338
Staff welfare expenses		**8,408**	10,616
		258,122	297,565
Foreign exchange differences, net		**18,342**	45,239
Impairment of financial assets:			
Impairment of trade receivables**	18	**330**	234
Impairment of other receivables**	19	**71**	64
		401	298
(Write-back)/write-down of inventories to net realisable value		**(4,350)**	21,446
Losses on disposal of items of property, plant and equipment		**2,847**	19,884
Fair value gains on derivative financial instruments (excluding embedded derivative component of convertible bonds)		**–**	(998)

* As at the end of the reporting period, the Group had no forfeited contributions available to reduce its contributions to the pension scheme or the MPF Scheme in future years.

** The impairment of trade receivables and the impairment of other receivables are included in "Impairment loss on financial assets" in the consolidated statement of profit or loss for 2019 and 2018.

7. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

	2019 RMB'000	2018 RMB'000
Interest on bank loans, overdrafts and other loans	**228,809**	190,176
Finance costs on bills discounted	**108,933**	130,602
Interest on convertible bonds (note 25)	**32,489**	37,370
Interest on borrowings from the ultimate holding company (note 36(a)(ii))	**3,414**	3,197
Interest on borrowings from Xiwang Group Finance Company Limited ("**Xiwang Finance**")（西王集團財務有限公司）(note 36(a)(iii))	**2,216**	9,953
Interest on lease liabilities	**102**	–
Total interest expense on financial liabilities not at fair value through profit or loss	**375,963**	371,298
Less: Interest capitalized	**(53,291)**	(14,728)
	322,672	356,570

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2019 RMB'000	2018 RMB'000
Fees	**233**	228
Other emoluments:		
Salaries, allowances and benefits in kind	**891**	937
Equity-settled share option expenses	**–**	152
Pension scheme contributions	**40**	45
	1,164	1,362

During 2019, No directors (2018: two) were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 29 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

8. DIRECTORS' REMUNERATION (Continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2019 RMB'000	2018 RMB'000
Mr. Leung Shu Sun Sunny	**133**	128
Mr. Yu Kou	**50**	50
Mr. Li Bangguang	**50**	50
	233	228

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

(b) Executive directors and non-executive directors

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Equity-settled share option expenses RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
2019					
Chief executive directors:					
Mr. Zhang Jian	–	456	–	14	470
Executive directors:					
Ms. Li Haixia	–	157	–	12	169
Mr. Sun Xinhu	–	278	–	14	292
	–	435	–	26	461
Non-executive directors:					
Mr. Wang Yong*	–	–	–	–	–
Mr. Wang Di	–	–	–	–	–
	–	–	–	–	–
	–	891	–	40	931

* On 05 July 2019, Mr. Wang Yong resigned as an Non-executive director.

8. DIRECTORS' REMUNERATION (Continued)

(b) Executive directors and non-executive directors (Continued)

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Equity-settled share option expenses RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
2018					
Chief executive directors:					
Mr. Zhang Jian	–	432	–	16	448
Executive directors:					
Ms. Li Haixia	–	262	–	13	275
Mr. Sun Xinhu	–	243	35	16	294
	–	505	35	29	569
Non-executive directors:					
Mr. Wang Yong	–	–	–	–	–
Mr. Wang Di	–	–	117	–	117
	–	–	117	–	117
	–	937	152	45	1,134

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year did not include any director (2018: Nil). Details of the remuneration of the five (2018: five) highest paid employees are as follows:

	2019 RMB'000	2018 RMB'000
Salaries, allowances and benefits in kind	**2,658**	3,153
Performance-related bonuses	**1,276**	2,055
Pension scheme contributions	**25**	15
Equity-settled share option expenses	**–**	27
	3,959	5,250

9. FIVE HIGHEST PAID EMPLOYEES (Continued)

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2019	2018
Nil to RMB1,000,000	**4**	2
RMB1,000,001 to RMB1,500,000	**1**	3
	5	5

During the year, no share options were granted to the non-director and non-chief executive highest paid employees (2018: Nil) in respect of their services to the Group.

10. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2018: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable in Mainland China have been calculated at the prevailing tax rates, based on existing legislation, interpretations and practices in respect thereof.

Pursuant to the PRC Corporate Income Tax Law effective on 1 January 2008, the PRC subsidiaries except for Xiwang Metal Science & Technology are subject to corporate income tax ("**CIT**") at a statutory rate of 25% on their respective taxable income for the year ended 31 December 2019. Xiwang Metal Science & Technology is subject to CIT at a rate of 15% on its respective taxable income for the year ended 31 December 2019 as a national-grade high-tech enterprise.

	2019	2018
	RMB'000	RMB'000
Current – Mainland China		
Charge for the year	**9,272**	184,532
Deferred (note 26)	**3,958**	16,125
Total tax charge for the year	**13,230**	200,657

The income tax charge for the year of RMB9,272,000 (2018: RMB184,532,000) is after deduction of the effect of the super deduction of research expenses of RMB21,397,000 (2018: RMB25,142,000).

10. INCOME TAX EXPENSE (Continued)

A reconciliation of the tax expense applicable to profit before tax at the applicable tax rate for the location in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the applicable rate to the effective tax rate, are as follows:

	2019		2018	
	RMB'000	%	RMB'000	%
Profit before tax	33,019		1,162,207	
Tax at the statutory tax rate	9,648	16.5-25	293,170	16.5-25
High and new technology enterprise tax preferential treatment	(6,155)	(18.6)	(82,014)	(7.4)
Expenses not deductible for tax	26,971	81.7	17,398	1.0
Effect of withholding tax	26	0.1	15,610	1.3
Adjustments in respect of current tax of previous periods	1,434	4.3	(5,501)	0.9
Effect of super deduction of research expenses	(21,397)	(64.8)	(25,142)	(2.6)
Tax losses utilised from previous periods	(924)	(2.8)	(18,586)	(2.6)
Tax losses not recognised	3,627	11.0	5,722	0.5
Tax charge at the Group's effective tax rate	13,230	40.1	200,657	17.3

The Group had tax losses arising in Hong Kong of approximately RMB158,830,000 as at 31 December 2019 (2018: RMB136,846,000), that are available for offsetting against future taxable profits of the Company in which the losses arose. The Group had tax losses arising in Mainland China of nil as at 31 December 2019 (2018: nil). Deferred tax assets have not been recognised as at the end of the reporting period in respect of the tax losses as the directors of the Company consider that it is uncertain whether future profits will be available against which tax losses can be utilised in the foreseeable future.

11. DIVIDEND

	2019 RMB'000	2018 RMB'000
Proposed final dividend – Nil (2018: RMB12.8 cents) per ordinary share	–	290,369

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent and the weighted average number of ordinary shares in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 December 2019 in respect of a dilution as the impact of the share options outstanding had no dilutive effect on the basic earnings per share amounts presented.

The calculation of the diluted earnings per share amount is based on the profit for the year 2018 attributable to ordinary equity holders of the parent, adjusted to reflect the interest on the convertible bonds and fair value loss on the embedded derivative component of convertible bonds, where applicable (see below). The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year 2018, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Continued)

The calculations of basic and diluted earnings per share are based on:

	2019 **RMB'000**	2018 RMB'000
Earnings		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	**19,789**	961,550
Add:		
Interest on convertible bonds, net of tax	**–**	31,204
Fair value gains on the embedded derivative component of the convertible bonds, net of tax	**–**	(18,874)
Profit attributable to ordinary equity holders of the parent before interest on convertible bonds and fair value gains on the embedded derivative component of the convertible bonds	**19,789**	973,880

	2019	2018
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	**2,271,892,917**	2,250,756,186
Effect of dilution – weighted average number of ordinary shares		
Share options	**–**	2,546,621
Share-based payments (note 15)	**–**	100,000,000
Convertible bonds	**–**	129,520,806
	2,271,892,917	2,482,823,613

13. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Machinery and equipment RMB'000	Motor vehicles RMB'000	Office equipment and fixtures RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2019						
1 January 2019:						
Cost	6,379,863	5,694,468	54,019	155,158	491,405	12,774,913
Accumulated depreciation	(817,150)	(1,693,320)	(23,183)	(76,728)	–	(2,610,381)
Net carrying amount	5,562,713	4,001,148	30,836	78,430	491,405	10,164,532
At 1 January 2019, net of accumulated depreciation	5,562,713	4,001,148	30,836	78,430	491,405	10,164,532
Additions	–	14,893	1,683	16,025	158,525	191,126
Disposal	–	(3,643)	(60)	(12)	–	(3,715)
Depreciation provided during the year (note 6)	(149,352)	(260,435)	(6,384)	(15,262)	–	(431,433)
Transfers	20,410	20,278	–	2,509	(43,197)	–
At 31 December 2019, net of accumulated depreciation	5,433,771	3,772,241	26,075	81,690	606,733	9,920,510
At 31 December 2019:						
Cost	6,400,273	5,723,593	55,171	173,345	606,733	12,959,115
Accumulated depreciation	(966,502)	(1,951,324)	(29,124)	(91,655)	–	(3,038,605)
Net carrying amount	5,433,771	3,772,269	26,047	81,690	606,733	9,920,510

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Buildings RMB'000	Machinery and equipment RMB'000	Motor vehicles RMB'000	Office equipment and fixtures RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2018						
1 January 2018:						
Cost	6,198,850	5,563,563	49,315	126,774	454,210	12,392,712
Accumulated depreciation	(672,725)	(1,437,261)	(17,179)	(58,773)	–	(2,185,938)
Net carrying amount	5,526,125	4,126,302	32,136	68,001	454,210	10,206,774
At 1 January 2018, net of accumulated depreciation	5,526,125	4,126,302	32,136	68,001	454,210	10,206,774
Additions	1,021	25,954	3,849	26,445	346,953	404,222
Disposal	(19,543)	(1,045)	(38)	–	–	(20,626)
Depreciation provided during the year (note 6)	(145,882)	(255,975)	(6,026)	(17,955)	–	(425,838)
Transfers	200,992	105,912	915	1,939	(309,758)	–
At 31 December 2018, net of accumulated depreciation	5,562,713	4,001,148	30,836	78,430	491,405	10,164,532
At 31 December 2018:						
Cost	6,379,863	5,694,468	54,019	155,158	491,405	12,774,913
Accumulated depreciation	(817,150)	(1,693,320)	(23,183)	(76,728)	–	(2,610,381)
Net carrying amount	5,562,713	4,001,148	30,836	78,430	491,405	10,164,532

As at 31 December 2019, the Group has not yet obtained the building ownership certificates in respect of certain buildings with a net book value of RMB3,414,042,000 (2018: RMB3,481,094,000).

At 31 December 2019, certain of the Group's machinery and equipment, motor vehicles and office equipment and fixtures with net carrying amounts of approximately RMB2,001,278,000 (2018: RMB1,284,794,000) were pledged to secure other borrowings of the Group (note 23). At 31 December 2019, certain of the Group's buildings and machinery and equipments with net carrying amounts of approximately RMB1,405,960,000 (2018: RMB1,447,918,000) and RMB436,666,000 (2018:Nil) were pledged to secure other borrowings of fellow subsidiaries (note 36(b)(iv)).

14. LEASES

The Group as a lessee

The Group has lease contracts for various items of building, plant and machinery and other equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings generally have lease terms between 21 months and 2 years. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Prepaid land lease payments (before 1 January 2019)

	RMB'000
Carrying amount at 1 January 2018	96,283
Recognised in profit or loss during the year (note 6)	(2,221)
Carrying amount at 31 December 2018	94,062
Current portion included in prepayments, other receivables and other assets (note 19)	(2,221)
Non-current portion	91,841

(b) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Prepaid land lease payments RMB'000	**Buildings RMB'000**	**Total RMB'000**
As at 1 January 2019	**94,062**	**1,148**	**95,210**
Additions	**–**	**395**	**395**
Depreciation charge	**(2,221)**	**(750)**	**(2,971)**
Foreign Exchange translation	**–**	**21**	**21**
As at 31 December 2019	**91,841**	**814**	**92,655**

At 31 December 2019, certain of the Group's leasehold land with a carrying amount of approximately RMB91,841,000 (31 December 2018: RMB94,062,000) were pledged to secure other borrowings of fellow subsidiaries (note 36b(iv)).

14. LEASES (Continued)

The Group as a lessee (Continued)

(c) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	Lease Liabilities RMB'000
Carrying amount at 1 January	**1,148**
New leases	**395**
Accretion of interest recognised during the year	**102**
Payments	**(840)**
Foreign exchange translation	**21**
Carrying amount at 31 December	**826**
Analysed into:	
Current portion	**736**
Non-current portion	**90**

The maturity analysis of lease liabilities is disclosed in note 39 to the financial statements.

(d) The amount recognised in profit or loss in relation to leases are as follows:

	2019 RMB'000
Interest on lease liabilities	**102**
Depreciation charge of right-of-use assets	**2,971**
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 December 2019 (included in cost of sales and administrative expense)	**5,783**
Total amount recognised in profit or loss	**8,856**

(e) The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in notes 32(c) and 35, respectively, to the financial statements.

The Group as a lessor

The Group leases parts of its land and one industrial building in Mainland China under operating lease arrangements. Rental income recognised by the Group during the year was RMB304,000 (2018: RMB220,000), details of which are included in note 5 to the financial statements.

15. OTHER INTANGIBLE ASSETS

	Intellectual properties RMB'000	Software RMB'000	Total RMB'000
31 December 2019			
Cost at 1 January 2019, net of accumulated amortisation	**51,310**	**36,519**	**87,829**
Amortisation provided during the year	**(8,647)**	**(4,174)**	**(12,821)**
Exchange realignment	**1,051**	**–**	**1,051**
At 31 December 2019	**43,714**	**32,345**	**76,059**
At 31 December 2019:			
Cost	**87,428**	**41,736**	**129,164**
Accumulated amortisation	**(43,714)**	**(9,391)**	**(53,105)**
Net carrying amount	**43,714**	**32,345**	**76,059**

	Intellectual properties RMB'000	Software RMB'000	Total RMB'000
31 December 2018			
Cost at 1 January 2018, net of accumulated amortisation	57,109	40,693	97,802
Amortisation provided during the year	(8,355)	(4,174)	(12,529)
Exchange realignment	2,556	–	2,556
At 31 December 2018	51,310	36,519	87,829
At 31 December 2018:			
Cost	85,517	41,736	127,253
Accumulated amortisation	(34,207)	(5,217)	(39,424)
Net carrying amount	51,310	36,519	87,829

Note:

Pursuant to the Technology License and Cooperation Agreement (the "**Agreement**") with the Institute of Metal Research (the "**IMR**"), the IMR agreed to license certain steel production technologies (the "**Licensed Technologies**") to the Group for a period of 10 years commencing on the date of the Agreement as well as to provide technological services and support to the Group in relation to the application of the Licensed Technologies. The consideration had been satisfied by allotting and issuing 100,000,000 ordinary shares of the Company in December 2019 (note 28(a)).

16. EQUITY INVESTMENT DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2019 RMB'000	2018 RMB'000
Equity investment designated at fair value through other comprehensive income		
Unlisted equity investment, at fair value		
Xiwang Finance	**83,282**	87,593

As at 31 December 2019, the unlisted equity investment with a carrying amount of RMB83,282,000 represents a 5% equity interest in Xiwang Finance (2018: RMB87,593,000). The above equity investment was irrevocably designated at fair value through other comprehensive income as the Group considers this investments to be strategic in nature. The Group does not intend to dispose of the investment in the near future.

17. INVENTORIES

	2019 RMB'000	2018 RMB'000
Raw materials	**184,566**	557,794
Work in progress	**85,740**	167,904
Finished goods	**76,432**	94,622
	346,738	820,320

18. TRADE AND BILLS RECEIVABLES

	2019 RMB'000	2018 RMB'000
Bills receivable	**498,637**	202,600
Trade receivables	**38,805**	142,851
Impairment	**(510)**	(180)
Trade receivables, net of impairment	**38,295**	142,671
	536,932	345,271

18. TRADE AND BILLS RECEIVABLES (Continued)

For sales under the ordinary steel and special steel segments, the Group requires advance payments from its customers, except for certain long term customers which are granted credit terms by the Group. The credit period for these long term customers is generally six months and every customer has a maximum credit limit. For sales under the trading of commodities and by-products segments, the Group's trading terms with its customers are mainly on credit, and the credit period is generally within six months.

The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to customers with a good track record, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

Included in the Group's trade receivables are amounts due from the Group's fellow subsidiaries of RMB3,342,000 (2018: RMB24,414,000), which are repayable on credit terms similar to those offered to the other customers of the Group.

Trade receivables

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	2019 RMB'000	2018 RMB'000
Within 3 months	**29,347**	116,452
3 to 6 months	**4,962**	19,823
6 months to 1 year	**352**	3,677
Over 1 year	**3,634**	2,719
	38,295	142,671

The movements in the loss allowance for impairment of trade receivables are as follows:

	2019 RMB'000	2018 RMB'000
At beginning of year	**180**	174
Impairment losses, net (note 6)	**330**	234
Amount written-off as uncollectible	**–**	(228)
At end of year	**510**	180

18. TRADE AND BILLS RECEIVABLES (Continued)

Trade receivables (Continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns by date of the contract agreement. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The Group considers a financial asset in default when contractual payments are six months past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2019

		Past due			
	Current	**Less than 1 month**	**1 to 6 months**	**Over 6 months**	**Total**
Expected credit loss rate	**0.00%**	**1.00%**	**1.00%**	**5.00%**	**1.31%**
Gross carrying amount (RMB'000)	**28,324**	**–**	**355**	**10,126**	**38,805**
Expected credit losses (RMB'000)	**–**	**–**	**4**	**506**	**510**

As at 31 December 2018

		Past due			
	Current	Less than 1 month	1 to 6 months	Over 6 months	Total
Expected credit loss rate	0.00%	1.00%	1.00%	5.00%	0.13%
Gross carrying amount (RMB'000)	136,275	–	3,714	2,862	142,851
Expected credit losses (RMB'000)	–	–	37	143	180

Bills receivable

	2019 RMB'000	2018 RMB'000
Classification under HKFRS 9		
Financial assets at fair value through other comprehensive income	**498,637**	202,600

19. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	2019 RMB'000	2018 RMB'000
Non-current		
Prepayments for long term assets	**284,648**	231,545
Current		
Prepayments for raw materials	**660,519**	608,697
Deposits and other receivables	**349,374**	88,651
Bank interest receivable	**6,047**	–
VAT recoverable	**–**	599
Current portion of prepaid land lease payments	**–**	2,221
	1,015,940	700,168
Impairment of other receivables	**(21,745)**	(21,674)
	994,195	678,494
	1,278,843	910,039

At 31 December 2019, included in the prepayments, other receivables and other assets are prepayments of RMB19,268,000 and other receivables of RMB269,812,000 due from fellow subsidiaries. Among the balance of other receivables, amounts due from fellow subsidiaries which are non-interest-bearing and repayable on demand. Included in due from fellow subsidiaries of RMB216,348,000 (2018: 68,603,000) were due from a fellow subsidiary through which the Group purchased electricity (note 36(a)).

Expected credit losses are estimated for financial assets included in deposits and other receivables by applying a loss rate approach with reference to the historical loss records of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2019 and 2018, the loss allowance was assessed to be minimal.

19. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (Continued)

The credit quality of the financial assets included in deposits and other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful". Set out below is the information about the credit risk exposure on the Group's financial assets included in deposits and other receivables:

As at 31 December 2019

	Normal	**Doubtful**	**Total**
Expected credit loss rate	**0.2%**	**100%**	**44.5%**
Gross carrying amount (RMB'000)	**27,127**	**21,674**	**48,801**
Expected credit losses (RMB'000)	**71**	**21,674**	**21,745**

As at 31 December 2018

	Normal	Doubtful	Total
Expected credit loss rate	0.1%	100%	27.4%
Gross carrying amount (RMB'000)	57,364	21,610	78,974
Expected credit losses (RMB'000)	64	21,610	21,674

The movements in the loss allowance for impairment of other receivables are as follows:

	2019 **RMB'000**	2018 RMB'000
At beginning of year	**21,674**	21,610
Impairment losses, net (note 6)	**71**	64
At end of year	**21,745**	21,674

20. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	Notes	2019 RMB'000	2018 RMB'000
Pledged deposits and time deposits		**1,087,498**	1,838,100
Cash and bank balances		**7,849**	34,676
		1,095,347	1,872,776
Less: Pledged deposits:			
Guarantee deposits for certain bank borrowings and other borrowings	23	**(560,000)**	(601,470)
Guarantee deposits for a counter guarantee	34	**(300,000)**	(300,000)
Guarantee deposits for issuance of bills payable	21	**(40,490)**	(35,630)
Frozen deposits		**(1,008)**	–
Cash and cash equivalents		**193,849**	935,676

At the end of the reporting period, the cash and bank balances and time deposits balances of the Group denominated in RMB amounted to RMB2,826,000 (2018: RMB7,455,000) and RMB186,000,000 (2018: RMB901,000,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one month and six months depending on the immediate cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances and bank deposits are deposited with creditworthy banks with no recent history of default.

Included in the Group's cash and bank balances are deposits of RMB1,208,000 (2018: RMB4,091,000) and time deposits of RMB186,000,000 (2018: RMB901,000,000) placed with Xiwang Finance, which is a financial institution approved by the People's Bank of China. The effective interest rates for these deposits ranged from 0.35% to 1.69% per annum, being the savings rates offered by the People's Bank of China.

21. TRADE AND BILLS PAYABLES

	2019 RMB'000	2018 RMB'000
Trade payables	**1,230,227**	1,306,080
Bills payable	**292,706**	173,442
	1,522,933	1,479,522

An aging analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	2019 RMB'000	2018 RMB'000
Within 1 month	**493,119**	515,504
1 to 3 months	**294,610**	383,055
3 to 6 months	**342,494**	242,215
6 to 12 months	**162,753**	228,208
Over 12 months	**229,957**	110,540
	1,522,933	1,479,522

As at 31 December 2019, the Group's bills payable amounting to RMB106,886,000 (2018: RMB70,560,000) were secured by the pledged deposits of RMB40,490,000 (2018: RMB35,630,000) (note 20).

At 31 December 2019, included in the trade and bills payables are trade payables of RMB3,153,000 (2018: RMB4,064,000) and bills payable of RMB13,500,000 (2018: Nil) due to fellow subsidiaries which are non-interest-bearing and repayable on demand.

The Group's certain bills payable are guaranteed by certain related parties, as further detailed in note 36(b)(i) to the financial statements.

The trade payables are non-interest-bearing and are normally settled on terms of six months.

22. OTHER PAYABLES AND ACCRUALS/CONTRACT LIABILITIES

Other payables and accruals

	2019 **RMB'000**	2018 RMB'000
Construction and equipment payables	**394,957**	458,112
Other tax payables	**205,291**	253,650
Other payables	**101,378**	136,437
Salaries and welfare payables	**57,929**	49,651
Deferred revenue	**8,569**	11,252
	768,124	909,102

As at 31 December 2019, included in other payables are outstanding balances of RMB16,369,000 (2018: RMB39,377,000) due to fellow subsidiaries, of Nil (2018: RMB1,000) due to Xiwang Group, and of RMB17,938,000 (2018: RMB12,857,000) due to Xiwang Investment, which are non-interest-bearing and repayable on demand.

The remaining amounts of other payables are non-interest-bearing and have an average term of six months.

Contract liabilities

Details of contract liabilities are as follows:

	31 December 2019 RMB'000	31 December 2018 RMB'000	1 January 2018 RMB'000
Short-term advances received from customers			
Sale of goods	**1,179,761**	683,384	418,956

Contract liabilities include short-term advances received to deliver goods. The increase in contract liabilities in 2019 and 2018 was mainly due to the increase in short-term advances received from customers in relation to the sale of goods at the end of the year.

23. INTEREST-BEARING BANK AND OTHER BORROWINGS

	Notes	31 December 2019 Effective interest rate (%)	31 December 2019 Maturity	31 December 2019 RMB'000	31 December 2018 Effective interest rate (%)	31 December 2018 Maturity	31 December 2018 RMB'000
Current							
Interest-bearing bank borrowings – secured	(i)&(ii)&(v)	**2.80-8.90**	**2020**	**822,235**	3.31-8.90	2019	455,771
Interest-bearing other borrowings – secured	(i)&(ii)&(iii)&(iv)&(v)	**2.32-11.80**	**2020**	**2,167,348**	3.87-11.00	2019	3,232,820
Interest-bearing other borrowings – unsecured	(ii)&(v)	**4.15**	**2020**	**28,563**	9.00	2019	112,640
Borrowings from Xiwang Finance – unsecured	(v)	**4.50-5.00**	**2020**	**92,515**	4.45-7.70	2019	541,098
Guaruanteed secured bonds	25	**10.00**	**2020**	**208,269**	–	–	–
				3,318,930			4,342,329
Non-current							
Long term interest-bearing other borrowings – secured	(ii)&(iii)&(iv)	**7.80**	**2022**	**382,000**	7.50-11.00	2020-2021	452,706
Borrowings from Xiwang Finance – unsecured		**5.97**	**2021**	**36,974**	5.97	2021	36,375
				418,974			489,081
				3,737,904			4,831,410

	2019 RMB'000	2018 RMB'000
Analysed into:		
Bank and other borrowings repayable:		
Within one year	**3,318,930**	4,342,329
In the second year	**36,974**	343,979
In the third year	**382,000**	145,102
	3,737,904	4,831,410

23. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

Notes:

(i) As at 31 December 2019, the Group's interest-bearing borrowings of RMB1,525,358,000 were secured by pledged deposits of RMB560,000,000 (2018: RMB601,470,000) (note 20).

(ii) As at 31 December 2019, the Group's interest-bearing borrowings of RMB3,371,583,000 were guaranteed by certain related parties, as further detailed in note 36(b)(ii) to the financial statements.

(iii) As at 31 December 2019, the Group's other borrowings of RMB382,000,000 were secured by 60% equity interests of the subsidiary, Shandong Xiwang Recycling Resources Company Limited (note 1).

(iv) As at 31 December 2019, the Group's other borrowings of RMB1,031,790,000 (2018:RMB1,117,790,000) were secured by a net carrying amount of approximately RMB2,001,278,000 (2018: RMB1,284,794,000) of the Group's machinery and equipment, motor vehicles and office equipment and fixtures (note 13).

(v) As at 31 December 2019, interest-bearing bank and other borrowings of approximately RMB1,646,436,000 were advances from the unrecognised Discounted Bills (note 31).

(vi) The carrying amounts of the Group's interest-bearing bank and other borrowings approximate to their fair values.

24. DERIVATIVE FINANCIAL INSTRUMENTS

	2019 Liabilities RMB'000	2018 Liabilities RMB'000
Embedded derivative component of convertible bonds	–	22,696
	–	22,696

Details of the derivative component of convertible bonds are included in note 25 to the financial statements.

25. CONVERTIBLE BONDS

On 11 October 2017, the Company issued USD30.0 million 7.5% convertible bonds at an initial conversion price of HKD1.91 per convertible share. The interest expenses should be paid every half year from the date of issue.

The convertible bonds had not been converted, and was originally due on 10 October 2019. By a waiver letter, the Subscribers agreed to waive their right as to any non-compliance or default by the Company until 25 October 2019. On 22 November 2019, the Company entered into the Subscription Agreement with, among others, the Guarantors and the Bond Subscribers, pursuant to which the Bond Subscribers conditionally agreed to subscribe for, and the Company conditionally agreed to issue the Guaranteed Secured Bonds (note 23) in an aggregate principal amount of US$30.0 million. Upon completion of the issuance of the Guaranteed Secured Bonds, the Company applied the proceeds raised from the issuance of the Guaranteed Secured Bonds to repay the Convertible Bond.

25. CONVERTIBLE BONDS (Continued)

The convertible bonds contain a liability component and a conversion option. The conversion option of convertible bonds is not closely related to the liability component and is classified as a derivative because the conversion will not result in the Company issuing a fixed number of shares in settlement of a fixed amount of the liability component. The conversion option is measured at fair value with change in fair value recognised in profit or loss.

The split of the liability component and embedded derivative component of the convertible bonds for the year is set out below:

	Liability component RMB'000	Embedded derivative component RMB'000
As at 31 December 2017	156,763	43,120
Interest expenses (note 7)	37,370	–
Interest paid	(15,135)	–
Change in fair value of the embedded derivative component (note 6)	–	(22,603)
Exchange realignment	8,079	2,179
As at 31 December 2018	187,077	22,696
Interest expenses (note 7)	32,489	–
Interest paid	(15,664)	–
Change in fair value of the embedded derivative component (note 6)	–	(23,250)
Redeemed by the guaranteed secured bonds	(205,993)	–
Exchange realignment	2,091	554
As at 31 December 2019	–	–

The methods and assumptions applied for the valuation of the convertible bonds are as follows:

Valuation of the liability component

At the date of issue, the derivative component of the convertible bonds is measured at fair value and presented as part of the derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible bonds based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognised. In subsequent periods, the liability component is carried at amortised cost using the effective interest method. The effective interest rate of the liability component of the convertible bonds is 23.8%.

26. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

2019

	Fair value adjustment of equity investments at fair value through other comprehensive income RMB'000	Unrealised profits RMB'000	Impairment of inventories RMB'000	Impairment of receivables RMB'000	Total RMB'000
At 1 January 2019	1,861	4,295	5,361	5,264	16,781
Deferred tax credited/(charged) to the statement of profit or loss during the year (note 10)	–	(2,536)	(1,087)	96	(3,527)
Deferred tax credited to the statement of comprehensive income during the year	1,547	–	–	–	1,547
Gross deferred tax assets at 31 December 2019	3,408	1,759	4,274	5,360	14,801

2018

	Fair value adjustment of equity investments at fair value through other comprehensive income RMB'000	Unrealised profits RMB'000	Impairment of inventories RMB'000	Impairment of receivables RMB'000	Total RMB'000
At 1 January 2018	–	11,019	–	5,252	16,271
Deferred tax credited/(charged) to the statement of profit or loss during the year (note 10)	–	(6,724)	5,361	12	(1,351)
Deferred tax credited to the statement of comprehensive income during the year	1,861	–	–	–	1,861
Gross deferred tax assets at 31 December 2018	1,861	4,295	5,361	5,264	16,781

26. DEFERRED TAX (Continued)

Deferred tax liabilities

	2019 Withholding tax on the distributable profits RMB'000	2018 Withholding tax on the distributable profits RMB'000
At 1 January	**33,111**	18,337
Deferred tax charged/(credited) to the statement of profit or loss during the year (note 10)	**431**	14,774
Gross deferred tax liabilities at the end of the year	**33,542**	33,111

Pursuant to the CIT Law effective on 1 January 2008, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividend distributed by those subsidiaries established in Mainland China in respect of earnings generated from after 31 December 2017.

At 31 December 2019, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised was RMB709,579,000 (2018: RMB1,571,295,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

The Group had tax losses arising in Hong Kong of approximately RMB158,830,000 as at 31 December 2019 (2018: RMB136,846,000), that are available for offsetting against future taxable profits of the Company in which the losses arose. Deferred tax assets have not been recognised as at the end of the reporting period in respect of the tax losses as the directors of the Company consider that it is uncertain whether future profits will be available against which tax losses can be utilised in the foreseeable future.

27. OTHER LONG TERM PAYABLE

On 23 December 2015, the Company, Xiwang Metal Science & Technology and Zouping Finance Bureau entered into an investment agreement with China Development Fund Company Limited ("**CD Fund**") (國開發展基金有限公司). Pursuant to the investment agreement, CD Fund invested RMB161,000,000 in Xiwang Metal Science & Technology. Based on the terms of the investment agreement, CD Fund has the right to request Zouping Finance Bureau to purchase the equity interest of the Company owned by CD Fund within 15 years. The Company shall pay CD Fund quarterly dividends at an annual rate of return amounting to 1.2% of the capital investment. Based on the terms of the investment agreement, Xiwang Metal Science & Technology, which is a shareholder of the Company, has a contractual obligation to CD Fund in the event of uncertain future events such as liquidation, dissolution or termination of the Company that are beyond the control of the Group. As Xiwang Metal Science & Technology does not have the unconditional right to avoid delivering cash, the capital investment of RMB161,000,000 made by CD Fund to the Company was recorded as a financial liability.

28. SHARE CAPITAL

	2019 RMB'000	2018 RMB'000
Issued and fully paid:		
2,369,110,999 (2018: 2,268,510,999) ordinary shares	**1,369,681**	1,287,602

A summary of movements in the Company's share capital is as follows:

	Number of shares in issue	**Share capital** RMB'000
At 1 January 2018	2,109,666,666	1,091,561
New shares issued	151,111,000	194,582
Share options exercised	7,733,333	6,249
	2,268,510,999	1,292,392
Share issue expenses	–	(4,790)
At 31 December 2018 and 1 January 2019	2,268,510,999	1,287,602
Allotment of shares (Note (a))	100,000,000	81,585
Share options exercised (Note (b))	600,000	494
At 31 December 2019	**2,369,110,999**	**1,369,681**

Notes:

(a) On 20 December 2019, a total of 100,000,000 new shares in the Company were allotted and issued by the Company at the issue price of HK$1.22 per share as consideration shares pursuant to the Technology License and Cooperation Agreement entered into between the Company, IMR and the 1st Batch of IMR Key Personnal on 5 January 2015, as amended by the Supplemental Agreement dated on 16 September 2019.

(b) The subscription rights attaching to 600,000 share options were exercised at the weighted average subscription price of HKD0.703 per share (note 29), resulting in the issue of 600,000 shares for a total cash consideration, before expenses, of HKD422,000 (equivalent to RMB373,000). An amount of HKD140,000 (equivalent to RMB121,000) was transferred from the share option reserve to share capital upon the exercise of the share options.

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 29 to the financial statements.

29. SHARE OPTION SCHEME

The Company operates a share option scheme (the "**Scheme**") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any employees of the Group, any non-executive directors (including independent non-executive directors) and any suppliers and customers of the Group, as absolutely determined by the directors. The Scheme became effective on 3 September 2014 and, unless otherwise cancelled or amended, will remain in force for 10 years from the date.

The maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes of the Company must not exceed 30% of the shares of the Company in issue from time to time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HKD5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HKD1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and may commence on the date of grant of the share options and end on a date which is not later than ten years from the date of grant of the share options.

The exercise price of share options is determinable by the directors, but may not be less than the highest of (i) the stock exchange closing price of the Company's shares on the date of grant of the share options; (ii) the average stock exchange closing price of the Company's shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

29. SHARE OPTION SCHEME (Continued)

As at 31 December 2019, the following share options were outstanding under the Scheme of the Company during the year:

Date of grant	Number of share options					Exercise price per share
	As at 1 January 2019	Granted during the year	Exercised during the year	Lapsed during the year	As at 31 December 2019	HKD
22 July 2016	500,000	–	300,000	200,000	–	0.676
25 August 2016	4,066,667	–	300,000	–	3,766,667	0.730
12 April 2017	200,000	–	–	–	200,000	1.380
Total	4,766,667	–	600,000	200,000	3,966,667	

600,000 share options were exercised during the year (2018: 7,733,333). The weighted average share price at the date of exercise for share options exercised in 2019 was HKD1.38 per share (2018:HKD1.70).

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2019

Date of grant	**Number of options**	**Exercise price HKD per share**	**Exercise period**
25 August 2016	**100,000**	**0.730**	**25 August 2016 to 24 August 2021**
	500,000	**0.730**	**25 August 2017 to 24 August 2021**
	3,166,667	**0.730**	**25 August 2018 to 24 August 2021**
12 April 2017	**200,000**	**1.380**	**12 April 2019 to 11 April 2022**
	3,966,667		

2018

Date of grant	Number of options	Exercise price HKD per share	Exercise period
22 July 2016	500,000	0.676	22 July 2018 to 21 July 2021
25 August 2016	100,000	0.730	25 August 2016 to 24 August 2021
	500,000	0.730	25 August 2017 to 24 August 2021
	3,466,667	0.730	25 August 2018 to 24 August 2021
12 April 2017	200,000	1.380	12 April 2019 to 11 April 2022
	4,766,667		

29. SHARE OPTION SCHEME (Continued)

The fair values of the share options granted on 22 July 2016 were HKD313,000, of which the Group recognised share option expenses of nil (2018: HKD30,000 (equivalent to RMB27,000)) during the year ended 31 December 2019.

The fair values of the share options granted on 25 August 2016 were HKD2,456,000, of which the Group recognised share option expenses of nil (2018: HKD278,000 (equivalent to RMB244,000)) during the year ended 31 December 2019.

The fair value of the share options granted on 12 April 2017 was HKD287,000, of which the Group recognised a share option expense of HKD14,000 (equivalent to RMB12,000) (2018: HKD77,000 (equivalent to RMB67,000)) during the year ended 31 December 2019.

No share option was granted during the year (2018:Nil).

The 600,000 share options exercised in 2019 resulted in the issue of 600,000 ordinary shares of HKD562,000 (equivalent to RMB494,000).

At the end of the reporting period, the Company had 3,966,667 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 3,966,667 additional ordinary shares of the Company and additional share capital of HKD3,026,000 (equivalent to RMB2,710,000) (before issue expenses).

At the date of approval of these financial statements, the Company had 3,966,667 share options outstanding under the Scheme, which represented approximately 0.17% of the Company's shares in issue as at that date.

30. RESERVES

(a) In accordance with the PRC Company Law and the respective articles of association of the subsidiaries registered in the PRC (the "**PRC Subsidiaries**"), each of the PRC Subsidiaries is required to appropriate 10% of its annual statutory net profit after tax (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of such reserve fund reaches 50% of each entity's capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to increase the capital. However, such balance of the statutory surplus reserve must be maintained at a minimum of 25% of the capital after such usages.

(b) In accordance with the regulation regarding safety production expenditures jointly issued by the Ministry of Finance and the State Administration of Work Safety on 14 February 2012, the subsidiaries of the Group engaging in the covered industries were required to accrue the safety production expenditures according to their sales of the previous year in a progressive way. The special reserve should be used to improve the production safety of these subsidiaries.

(c) The Group's other reserve includes the deemed contribution from the Company's ultimate holding company's interest-free borrowings before 2016 of RMB56,084,000 (2018: RMB56,084,000), and no share-based payments to IMR for the Licensed Technologies, for allotment of 100,000,000 new shares as consideration shares to IMR on 20 December 2019 (note 28(a)) (2018: RMB81,585,000).

31. TRANSFERS OF FINANCIAL ASSETS

Transferred financial assets that are not derecognised in their entirety

Bills discounted

At 31 December 2019, none of bills receivable within the group were discounted by bank in Hong Kong (2018: RMB122,708,000). Certain bills receivable within the Group were discounted by two banks and certain companies in Mainland China (the "**Discounted Bills**") with carrying amounts of RMB1,719,530,000 (2018: RMB2,291,174,000). In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to the Discounted Bills, and accordingly, advances from the discounting of the Group's Discounted Bills have been accounted for as interest-bearing bank and other borrowings in the consolidated statement of financial position. The aggregate carrying amount of the Discounted Bills as at 31 December 2019 was RMB1,719,530,000 (2018: RMB2,413,882,000) and the carrying amount of bank advances on the Discounted Bills as at 31 December 2019 was RMB1,646,436,000 (2018: RMB2,314,326,000).

Financial assets that are derecognised in their entirety

Bills discounted

At 31 December 2019, certain bills receivable were discounted by two banks in Mainland China and one bank in Hong Kong with a carrying amount of RMB50,366,000 and RMB13,250,000 (2018: RMB200,339,000 and Nil), respectively. In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to the Discounted Bills. Accordingly, it has derecognised the full carrying amount of the Discounted Bills. The maximum exposure to loss from the Group's continuing involvement in the Discounted Bills and the undiscounted cash flows to repurchase these Discounted Bills is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's continuing involvement in the Discounted Bills are not significant.

During the year ended 31 December 2019, losses were recognised in "finance costs" on the date of transfer of the Discounted Bills of RMB16,472,000 (2018: RMB20,372,000). No gains or losses were recognised from the continuing involvement, both during the year or cumulatively.

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB395,000 and RMB395,000, respectively, in respect of lease arrangements for buildings (2018: Nil).

(b) Changes in liabilities arising from financing activities

2019

	Bank and other loans RMB'000	Lease liabilities RMB'000	Convertible bonds RMB'000	Amount due to the ultimate holding company RMB'000
At 31 December 2018	4,831,410	–	187,077	–
Effect of adoption of HKFRS16	–	1,148	–	–
At 1 January 2019	4,831,410	1,148	187,077	–
Changes from financing cash flows	(1,119,524)	(840)	(221,657)	1,594
New leases	–	395	–	–
Exchange realignment	7,900	21	2,091	–
Interest expense	18,118	102	32,489	–
At 31 December 2019	**3,737,904**	**826**	**–**	**1,594**

2018

	Bank and other loans RMB'000	Convertible bonds RMB'000	Amount due to the ultimate holding company RMB'000
At 1 January 2018	4,149,452	156,763	4,401
Changes from financing cash flows	662,818	(15,135)	(4,401)
Exchange realignment	13,624	8,079	–
Interest expense	5,516	37,370	–
At 31 December 2018	4,831,410	187,077	–

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2019 RMB'000
Within operating activities	**5,783**
Within financing activities	**840**
	6,623

33. CONTINGENT LIABILITIES

On 4 January 2016, the Company entered into a guarantee agreement with Xiwang Group with a term of three years commencing from 4 January 2016, pursuant to which the Company will provide Xiwang Group and its subsidiaries other than the Group (the "**Relevant Subsidiaries**") with guarantee services (the "**Guarantee Agreement**"). On 1 November 2018, the Company entered into a supplementary guarantee agreement with Xiwang Group to revise the terms and conditions.

Pursuant to the Guarantee Agreement, the Company shall undertake to guarantee and bear any obligations and liabilities of Xiwang Group and the Relevant Subsidiaries provided under the loan agreement to be entered into between the lenders and Xiwang Group and/or the Relevant Subsidiaries subject to the terms of the specific guarantee agreements to be entered into between the lenders and the Company. The guarantee amount to be provided by the Company to Xiwang Group and the Relevant Subsidiaries under the Guarantee Agreement (the "**Guarantee Amount**") shall not exceed the aggregate amount due from the Group to Xiwang Group and the Relevant Subsidiaries (including but not limited to the borrowings provided by Xiwang Group to the Group) and the aggregate amount of the Group's borrowings which is guaranteed and/or secured by Xiwang Group and the Relevant Subsidiaries, less the aggregate amount due from Xiwang Group and the Relevant Subsidiaries to the Group (including but not limited to the deposits placed by the Group with Xiwang Finance) (the "**Outstanding Amount**") and shall be subject to the maximum cap of RMB5 billion. For all the guarantee amount provided by the Group to the lenders, Xiwang Group would have provided a counter guarantee to the Group.

Any borrowings to be repaid by the Company for and on behalf of Xiwang Group (and the Relevant Subsidiaries) pursuant to the Guarantee Agreement shall be offset by the borrowings payable by the Company to Xiwang Group, or as other amounts payable by the Company to Xiwang Group or the Relevant Subsidiaries.

33. CONTINGENT LIABILITIES (Continued)

As at 31 December 2019, contingent liabilities not provided for in the financial statements in respect of the Guarantee Amount were as follows:

	2019 RMB'000	2018 RMB'000
Guarantees given to banks in connection with facilities:		
Granted to Xiwang Group	**1,400,000**	180,000
Granted to the Relevant Subsidiaries	**3,046,542**	3,757,542
	4,446,542	3,937,542

As at 31 December 2019, the Outstanding Amount was RMB3,180,882,000 (2018: RMB3,841,567,000).

34. PLEDGE OF ASSETS

Details of the Group's assets pledged for the bills payable, interest-bearing and other borrowings of the Group and fellow subsidiaries, and the counter guarantee are included in notes 13, 14(b) and 20 to the financial statements.

35. COMMITMENTS

(a) The Group had the following capital commitments at the end of the reporting period:

	2019 RMB'000	2018 RMB'000
Contracted, but not provided for:		
Property, plant and equipment	**949,950**	1,019,575

(b) **Operating lease commitments as at 31 December 2018**

The Group leased certain land from Xiwang Group and Shandong Xiwang Logistics Company Limited ("**Xiwang Logistics**")(山東西王物流有限公司) and leased certain houses from Qingdao Xiwang Property Management Company Limited(青島西王物業管理有限公司) and Xiwang Property Holdings Company Limited(西王置業控股有限公司).The Group leased equipment from third parties under operating lease arrangements. At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Group	2018 RMB'000
Within one year	5,013
In the second to fifth years, inclusive	563
	5,576

36. RELATED PARTY TRANSACTIONS AND BALANCES

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

	Notes	**2019 RMB'000**	2018 RMB'000
Rental expenses to Xiwang Group	36(a)(i)	**183**	183
Rental expenses to a fellow subsidiary	36(a)(i)		
– Lease of land		**659**	799
Delivery service fees to a fellow subsidiary	36(a)(i)		
– Delivery of steel		**18,064**	50,608
– Delivery of ore-powder		**81,744**	142,542
Interest expenses on borrowings from Xiwang Group	36(a)(ii)	**3,414**	3,197
Interest expenses on borrowings from Xiwang Finance	36(a)(iii)	**2,216**	9,953
Interest on discounted bills paid to Xiwang Finance	36(a)(iii)	**12,194**	26,091
Interest income from Xiwang Finance	36(a)(iii)	**6,739**	3,893
Sale of steam to fellow subsidiaries	36(a)(iv)	**31,485**	38,575
Sale of steel to fellow subsidiaries	36(a)(iv)	**20**	124
Sale of heat energy to fellow subsidiaries	36(a)(iv)	**1,640**	3,589
Sale of cooling energy to fellow subsidiaries	36(a)(iv)	**8,205**	18,215
Service fees to a fellow subsidiary	36(a)(v)	**–**	10
Purchase of diesel oil from a fellow subsidiary	36(a)(vi)	**11,951**	18,193
Purchase of water from a fellow subsidiary	36(a)(vi)	**605**	–
Purchase of scrap from fellow subsidiaries	36(a)(vi)	**737**	333
Purchase of electricity through a fellow subsidiary	36(a)(vii)	**643,509**	705,271
Bills discounting service from Xiwang Finance	36(a)(viii)	**300,530**	744,300
Bills acceptance service from Xiwang Finance	36(a)(viii)	**715,000**	728,874

(i) The rental expenses to Xiwang Group and the rental expenses and delivery service fees to a fellow subsidiary were charged at rates based on mutual agreements between both parties.

(ii) The interest expenses to Xiwang Group for the year of 2019 amounted to RMB3,414,000 (2018: RMB3,197,000) (note 7).

(iii) Details of deposits with and the interest-bearing borrowings from Xiwang Finance are disclosed in notes 20 and 23 to the financial statements. The interest expenses to Xiwang Finance for the year of 2019 amounted to RMB2,216,000 (2018: RMB9,953,000) (note 7).

(iv) The selling prices of steam, steel, heat energy and cooling energy offered to fellow subsidiaries were mutually agreed between both parties.

(v) The service fees were paid at prices mutually agreed between both parties.

(vi) The purchase prices of diesel oil, water and scrap from fellow subsidiaries were mutually agreed between both parties.

(vii) The electricity was purchased through a fellow subsidiary as an agent of the local power bureau. The purchase prices of electricity were mutually agreed between both parties. During 2019, the Group paid the fellow subsidiary with a total amount of RMB968,870,000 (2018: RMB903,999,000) for electricity consumption.

(viii) The bills discounting and bills acceptance services from Xiwang Finance for the year of 2019 amounted to RMB300,530,000 and RMB715,000,000 (2018: RMB744,300,000 and RMB728,874,000) respectively.

36. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

(b) Other related party transactions

(i) Certain bills payable are guaranteed by certain related parties as follows:

31 December 2019

Guaranteed by:	**Note**	**Bills payable RMB'000**
Xiwang Group, Mr. Wang Yong, a non-executive director and Mr. Wang Di, the Chairman, jointly and severally	21	106,886

31 December 2018

Guaranteed by:	**Note**	**Bills payable RMB'000**
Xiwang Group, Mr. Wang Yong, a non-executive director and Mr. Wang Di, the Chairman, jointly and severally	21	70,560

(ii) Certain interest-bearing borrowings are guaranteed by certain related parties as follows:

31 December 2019

Guaranteed by:	**Note**	**Borrowings RMB'000**
Mr. Wang Yong	23	264,434
Certain ordinary shares of a fellow subsidiary		
Certain convertible preference shares of a fellow subsidiary		
Xiwang Group	23	649,790
Mr. Wang Di and Ms. Su Xin (spouse of Mr. Wang Di) jointly and severally		
Mr. Wang Yong and Ms. Zhang Shufang (spouse of Mr. Wang Yong) jointly and severally		
Certain land and buildings from fellow subsidiaries		
Certain machinery and equipment from a fellow subsidiary		
Certain shares of fellow subsidiaries		
Xiwang Group	23	246,610
Xiwang Group and a fellow subsidiary	23	303,392
Xiwang Group and Mr. Wang Yong jointly and severally	23	478,527
Xiwang Group, Mr. Wang Yong and Mr. Wang Di jointly and severally	23	759,017
Mr. Wang Yong and Mr. Wang Di jointly and severally	23	382,000
Two fellow subsidiaries jointly and severally	23	287,813
		3,371,583

36. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

(b) Other related party transactions (Continued)

(ii) Certain interest-bearing borrowings are guaranteed by certain related parties, as follows (continued):

31 December 2018

Guaranteed by:	Note	Borrowings RMB'000
Mr. Wang Yong	23	259,403
Certain ordinary shares of a fellow subsidiary Certain convertible preference shares of a fellow subsidiary Certain ordinary shares of a fellow subsidiary	23	659,200
Xiwang Group	23	649,790
Mr. Wang Di and Ms. Su Xin (spouse of Mr. Wang Di) jointly and severally Mr. Wang Yong and Ms. Zhang Shufang (spouse of Mr. Wang Yong) jointly and severally Certain land and buildings from fellow subsidiaries Certain machinery and equipment from a fellow subsidiary Certain shares of fellow subsidiaries Xiwang Group	23	750,985
Xiwang Group and a fellow subsidiary	23	301,373
Xiwang Group and Mr. Wang Yong jointly and severally	23	755,372
Xiwang Group, Mr. Wang Yong and Mr. Wang Di jointly and severally	23	477,012
Two fellow subsidiaries jointly and severally	23	288,162
		4,141,297

(iii) The Group provided guarantee services to Xiwang Group and the Relevant Subsidiaries during the year, details of which are included in note 33 to the financial statements.

(iv) At 31 December 2019, certain of the Group's buildings, land and machinery and equipment with net carrying amounts of approximately RMB1,405,960,000 (2018: RMB1,447,918,000) (note 13), RMB91,841,000 (2018: RMB94,062,000) (note 14) and RMB436,666,000 (2018:Nil) were pledged to secure other borrowings of RMB1,025,000,000 (2018: RMB300,000,000) of fellow subsidiaries.

(v) At 31 December 2019, 88.48% equity interests of the subsidiary, Xiwang Special Steel Company Limited, have been pledged for other borrowings of fellow subsidiaries of RMB600,000,000 (note 1).

(vi) at 31 December 2019, 100% equity interests of the subsidiary, Xiwang Metal Science & Technology, have been pledged for other borrowings of the ultimate holding company of RMB1,400,000,000 (note 1).

36. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

(c) Commitments with related parties

The Group leases certain land from Xiwang Group and leases certain land and vehicles from a fellow subsidiary under operating lease arrangements. The total amounts of lease of land from a fellow subsidiary for the year are disclosed in note 36(a)(i) to the financial statements. The related operating lease commitments are disclosed in note 35 to the financial statements.

(d) Outstanding balances with related parties

(i) The Group had long term interest-bearing borrowings from Xiwang Finance, a fellow subsidiary, as at 31 December 2019. Details of the interest-bearing borrowings from Xiwang Finance are disclosed in note 23 to the financial statements.

The Group had certain deposits placed with Xiwang Finance as at 31 December 2019. Details of the deposits in Xiwang Finance are disclosed in note 20.

(ii) The Group had current interest-bearing borrowings from its ultimate holding company with a carrying amount of RMB1,594,000 as at 31 December 2019 (2018: Nil). Of the total balance, approximately RMB1,147,000 was unsecured, bore interest at 6.6% and has been repaid in advance. The remaining balance of approximately RMB447,000 was unsecured, interest free and repayable on demand.

(iii) Details of the Group's outstanding balances due from its fellow subsidiaries are included in note 18 and note 19 to the financial statements.

(iv) Details of the Group's outstanding balances due to its fellow subsidiaries are included in note 21 and note 22 to the financial statements.

(e) Compensation of key management personnel of the Group:

	2019 RMB'000	2018 RMB'000
Employee benefit expenses	**10,305**	11,178
Equity-settled share option expenses	**12,503**	200
Pension scheme contributions	**267**	255
Total compensation paid to key management personnel	**23,075**	11,633

Further details of directors' emoluments are included in note 8 to the financial statements.

The related party transactions in respect of note (a) above also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

37. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2019

Financial assets

	Financial assets at fair value through other comprehensive income			
	Debt investments RMB'000	Equity investments RMB'000	Financial assets at amortised cost RMB'000	Total RMB'000
Equity investments at fair value through other comprehensive income	–	83,282	–	83,282
Trade and bills receivables	498,637	–	38,295	536,932
Financial assets included in prepayments, other receivables and other assets	–	–	515,192	515,192
Pledged deposits	–	–	901,498	901,498
Cash and cash equivalents	–	–	193,849	193,849
	498,637	83,282	1,648,834	2,230,753

Financial liabilities

	Financial liabilities at amortised cost RMB'000
Trade and bills payables	1,522,933
Financial liabilities included in other payables and accruals	496,334
Borrowings from ultimate holding company	1,594
Interest-bearing bank and other borrowings	3,737,904
Other long term payable	161,000
Total	5,919,765

37. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

2018

Financial assets

	Financial assets at fair value through other comprehensive income			
	Debt investments RMB'000	Equity investments RMB'000	Financial assets at amortised cost RMB'000	Total RMB'000
Equity investments at fair value through other comprehensive income	–	87,593	–	87,593
Trade and bills receivables	202,600	–	142,671	345,271
Financial assets included in prepayments, other receivables and other assets	–	–	57,300	57,300
Pledged deposits	–	–	937,100	937,100
Cash and cash equivalents	–	–	935,676	935,676
	202,600	87,593	2,072,747	2,362,940

Financial liabilities

	Financial liabilities at fair value through profit or loss RMB'000	Financial liabilities at amortised cost RMB'000	Total RMB'000
Trade and bills payables	–	1,479,522	1,479,522
Financial liabilities included in other payables and accruals	–	594,549	594,549
Interest-bearing bank and other borrowings	–	4,831,410	4,831,410
Other long term payable	–	161,000	161,000
Convertible bonds	–	187,077	187,077
Derivative financial instruments	22,696	–	22,696
	22,696	7,253,558	7,276,254

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts of the Group's and the Company's financial instruments approximate to their fair values.

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade and bills receivables, financial assets included in prepayments, other receivables and other assets, trade and bills payables, financial liabilities included in other payables and accruals, and the current portion of interest-bearing bank and other borrowings approximated to their respective carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department reports directly to the executive vice president and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the executive vice president. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of borrowings of interest-bearing bank and other borrowings and other long term payable have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for borrowings from the ultimate holding company, interest-bearing bank and other borrowings and other long term payable as at 31 December 2019 were assessed to be insignificant. The fair value of the liability portion of the convertible bonds is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bonds with consideration of the Group's own non-performance risk.

As at 31 December 2019, the unlisted equity investment designated at fair value through other comprehensive income has been estimated using a market-based valuation technique on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, such as price-to-book ("**P/B**") ratio (excluding goodwill) multiple, for each comparable company identified. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

The Group enters into derivative financial instruments with various counterparties. Derivative financial instruments mainly include futures and the derivative component of convertible bonds which are measured using valuation techniques similar to forward pricing, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates. The carrying amounts of forward currency contracts, futures and the derivative component of convertible bonds are the same as their fair values.

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

As at 31 December 2019, the mark-to-market value of the derivative asset position is net of a credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on financial instruments recognised at fair value.

For the fair value of the unlisted equity investments at fair value through other comprehensive income, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model.

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2019 and 2018:

	Valuation technique	Significant unobservable input	Range	Sensitivity of fair value to the input
Unlisted equity investment	Valuation multiples	Average P/B ratio multiple of peers (Or Average P/E multiple of peers)	2019: 0.85 (2018: 0.96)	5% increase(2018:5%)/ decrease in multiple would result in increase/ decrease in fair value by RMB4,164,000 (2018：RMB4,380,000)
		Discount for lack of marketability	2019:15.80% (2018: 15.80%)	5% increase(2018:5%)/ decrease in discount would result in decrease/ increase in fair value by RMB782,000 (2018: RMB5,201,000)

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2019

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Equity investments designated at fair value through other comprehensive income	–	–	83,282	83,282
Debt investments at fair value through other comprehensive income	–	498,637	–	498,637
	–	498,637	83,282	581,919

As at 31 December 2018

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Equity investments designated at fair value through other comprehensive income	–	–	87,593	87,593
Debt investments at fair value through other comprehensive income	–	202,600	–	202,600
	–	202,600	87,593	290,193

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

(Continued)

Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value as at 31 December 2019.

As at 31 December 2018

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Interest-bearing bank borrowings				
Derivative financial instruments	–	22,696	–	22,696

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2018: Nil)

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise interest-bearing bank and other borrowings, borrowings from the ultimate holding company, other long term liabilities, pledged deposits and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets and financial liabilities included in other payables and accruals which arise directly from its operations.

The Group also enters into derivative transactions of futures and the derivative component of convertible bonds. The purpose is to manage the currency risks and market risk arising from the Group's operations and its sources of finance.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank and other borrowings.

The Group's policy is to obtain the most favourable interest rate available. The effective interest rates and terms of repayment of the interest-bearing bank and other borrowings of the Group are set out in note 23 to the financial statements.

The Group has not used any interest swaps to hedge its exposure to interest rate risk. At the end of the reporting period, all (2018: 100%) of the Group's interest-bearing borrowings bore interest at fixed rates and there was no interest rate risk.

Foreign currency risk

Most of the operating income of the Group's business is in RMB and the Group's assets held and all of the committed borrowings of the Group are mainly denominated in RMB, except for certain bank borrowings denominated in Hong Kong dollars and United States dollars held by the Group.

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the United States dollar exchange rates, with all other variables held constant, of the Group's profit before tax and the Group's equity.

	Increase/ (decrease) in foreign exchange rate	Increase/ (decrease) in profit before tax RMB'000	Increase/ (decrease) in equity* RMB'000
2019			
If the United States dollar weakens against the RMB	**(5%)**	**14,179**	**–**
If the United States dollar strengthens against the RMB	**5%**	**(14,179)**	**–**
2018			
If the United States dollar weakens against the RMB	(5%)	8,770	–
If the United States dollar strengthens against the RMB	5%	(8,770)	–

* Excluding retained profits and exchange fluctuation reserve

Credit risk

The carrying amount of the trade receivables represents the Group's maximum exposure to credit risk in relation to its financial assets. The Group minimises its exposure to credit risk by only dealing with counterparties with acceptable credit ratings.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the General Manager.

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Maximum exposure and year-end staging

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

As at 31 December 2019

	12-month ECLs	Lifetime ECLs			
	Stage 1 RMB'000	**Stage 2 RMB'000**	**Stage 3 RMB'000**	**Simplified approach RMB'000**	**RMB'000**
Trade and bills receivables*	**–**	**–**	**–**	**536,932**	**536,932**
Financial assets included in prepayments, other receivables and other assets					
– Normal**	**27,127**	**–**	**–**	**–**	**27,127**
– Doubtful**	**–**	**–**	**21,674**	**–**	**21,674**
Pledged deposits					
Not yet due	**901,498**	**–**	**–**	**–**	**901,498**
Cash and cash equivalents					
– Not yet due	**193,849**	**–**	**–**	**–**	**193,849**
	1,122,474	**–**	**21,674**	**536,932**	**1,681,080**

As at 31 December 2018

	12-month ECLs	Lifetime ECLs			
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	RMB'000
Trade and bills receivables*	–	–	–	345,271	345,271
Financial assets included in prepayments, other receivables and other assets					
– Normal**	57,364	–	–	–	57,364
– Doubtful**	–	–	21,610	–	21,610
Pledged deposits					
Not yet due	937,100	–	–	–	937,100
Cash and cash equivalents					
– Not yet due	935,676	–	–	–	935,676
	1,930,140	–	21,610	345,271	2,297,021

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 18 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	31 December 2019					
	On demand RMB'000	Less than 3 months RMB'000	3 to less than 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
Lease liabilities	–	54	750	107	–	911
Interest-bearing bank and other borrowings	34,711	501,203	2,907,991	449,312	–	3,893,217
Trade and bills payables	–	787,729	505,247	229,957	–	1,522,933
Borrowings from the ultimate holding company	1,594	–	–	–	–	1,594
Financial liabilities included in other payables and accruals	36,380	50,156	61,645	348,153	–	496,334
Other long term payable	–	429	32,476	6,334	136,464	175,703
	72,685	1,339,571	3,508,109	1,033,863	136,464	6,090,692

	31 December 2018					
	On demand RMB'000	Less than 3 months RMB'000	3 to less than 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
Convertible bonds	–	–	202,328	–	–	202,328
Interest-bearing bank and other borrowings	–	300,575	4,191,570	517,133	–	5,009,278
Trade and bills payables	4,064	579,900	895,558	–	–	1,479,522
Financial liabilities included in other payables and accruals	43,425	434,295	116,829	–	–	594,549
Other long term payable	–	424	1,476	39,298	139,507	180,705
Derivative financial instruments	–	22,696	–	–	–	22,696
	47,489	1,337,890	5,407,761	556,431	139,507	7,489,078

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 31 December 2018.

The Group monitors capital using a gearing ratio, which is total interest-bearing debt divided by total assets. Total debt includes interest-bearing bank and other borrowings, borrowings from the ultimate holding company, the liability component of convertible bonds and other long term payable. The Group's policy is to maintain the gearing ratio between 20% and 50%. The gearing ratios as at the end of the reporting periods were as follows:

	Notes	**2019** **RMB'000**	2018 RMB'000
Interest-bearing bank and other borrowings	23	**3,737,904**	4,831,410
Other long term payable	27	**161,000**	161,000
Borrowings from the ultimate holding company	36(d)(ii)	**1,594**	–
Lease Liabilities	14	**826**	–
Convertible bonds, the liability component	25	**–**	187,077
Total debt		**3,901,324**	5,179,487
Total assets		**13,445,167**	14,396,982
Gearing ratio		**29.0%**	36.0%

Note: The Group has adopted HKFRS 16 using the modified retrospective approach and the effect of the initial adoption is adjusted against the opening balances as at 1 January 2019 with no adjustments to the comparative amounts as at 31 December 2018. This resulted in an decrease in the Group's net debt and hence the Group's gearing ratio decreased from 36% to 29% on 31 December 2019 when compared with the position as at 31 December 2018.

40. EVENTS AFTER THE REPORTING PERIOD

The management is in the process of assessing the impact of the COVID-19 outbreak on the Group's performance. However, the COVID-19 outbreak is expected to have short-term impact. With the effective control of the COVID-19 outbreak, all parts of the country are gradually resuming work and production, and downstream needs will be released. In addition, the government will likely introduce measures to stimulate economic growth after the COVID-19 outbreak. The management will continue to speed up cash flow collection, increase the volume of sales agreements with core customers, improve the pace and efficiency of procurement and sales, and improve profitability.

41. COMPARATIVE AMOUNTS

Certain comparative amounts have been restated to conform with the current year's presentation.

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2019 **RMB'000**	2018 RMB'000
NON-CURRENT ASSETS		
Other intangible assets	**43,714**	51,310
Investments in subsidiaries	**960,357**	960,357
Right-of-use assets	**815**	–
Total non-current assets	**1,004,886**	1,011,667
CURRENT ASSETS		
Prepayments and other receivables	**1,054,904**	1,028,869
Cash and cash equivalents	**3,288**	23,215
Total current assets	**1,058,192**	1,052,084
CURRENT LIABILITIES		
Trade and bills payables	**–**	69
Other payables and accruals	**246,778**	226,246
Dividend payables	**290,369**	–
Contract liabilities	**–**	2,897
Lease liabilities	**736**	–
Derivative financial instruments	**–**	22,696
Interest-bearing bank and other borrowings	**472,703**	259,403
Convertible bonds	**–**	187,077
Total current liabilities	**1,010,586**	698,388
NET CURRENT ASSETS	**47,606**	353,696
NON-CURRENT LIABILITIES		
Lease liabilities	**90**	–
Total non-current liabilities	**90**	–
Net assets	**1,052,402**	1,365,363
EQUITY		
Share capital	**1,369,681**	1,287,602
Reserves (note)	**(317,279)**	77,761
Total equity	**1,052,402**	1,365,363

Wang Di
Director

Sun Xinhu
Director

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

	Exchange reserve RMB'000	Other reserve RMB'000	Share option reserve RMB'000	Retained profits RMB'000	Total reserves RMB'000
Balance at 1 January 2018	(31,505)	81,585	2,319	(39,218)	13,181
Loss for the year	–	–	–	364,487	364,487
Share options exercised (note 28)	–	–	(1,497)	–	(1,497)
Equity-settled share option expenses (note 29)	–	–	338	–	338
Final 2017 dividend declared (note 11)	–	–	–	(310,715)	(310,715)
Exchange differences on translation of foreign operations	11,967	–	–	–	11,967
At 31 December 2018 and 1 January 2019	(19,538)	81,585	1,160	14,554	77,761
Profit for the year	–	–	–	(21,579)	(21,579)
Share options exercised (note 28)	–	–	(121)	–	(121)
Equity-settled share option expenses (note 29)	–	–	12	–	12
Issue of shares from other reserve (note 30)	–	(81,585)	–	–	(81,585)
Final 2018 dividend declared (note 11)	–	–	–	(290,369)	(290,369)
Exchange differences on translation of foreign operations	(1,398)	–	–	–	(1,398)
At 31 December 2019	(20,936)	–	1,051	(297,394)	(317,279)

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share capital when the related options are exercised, or to be transferred to retained profits should the related options expire after the resting period.

43. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 9 June 2020.

Five-year Financial Summary

	2019	2018	2017	2016	2015
For the year (RMB million)					
Revenue	**11,170**	11,917	12,362	7,567	6,752
Gross profit	**705**	1,967	2,025	1,068	576
EBITDA[(1)]	**808**	1,959	1,816	1,112	765
Net profit	**20**	962	898	333	169
As at December 31 (RMB million)					
Current assets	**2,973**	3,717	1,871	1,802	1,702
Non-current assets	**10,472**	10,680	10,797	10,128	9,938
Total assets	**13,445**	14,397	12,668	11,930	11,640
Current liabilities	**7,110**	7,717	5,412	6,343	5,936
Non-current liabilities	**614**	683	2,110	1,565	1,759
Total liabilities	**7,724**	8,400	7,522	7,908	7,695
Total equity	**5,721**	5,997	5,146	4,022	3,945
Total liabilities and equity	**13,445**	14,397	12,668	11,930	11,640
Per share (RMB)					
Earnings per share					
Basic	**0.0087**	0.427	0.442	0.166	0.085
Diluted	**n/a**	0.392	0.419	0.158	0.084
Dividends per share	**–**	0.128	0.130	–	–

Note:

(1) EBITDA refers to profit before tax plus finance cost, depreciation and amortization of prepaid land lease payments and other intangible assets.